

12-05-2000

FORM PTO-1594 (Substitute)

RE



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101540231

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

THE CODMAN RESEARCH GROUP, INC. 11-6-00

- Individual
- General Partnership
- Corporation-State Delaware
- Other:
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: CODMAN GROUP, INC.

Address: 85 Revere Drive, Suite A

City: Northbrook State: IL Zip: 60062

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 27, 1999

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment.)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s)

A. Trademark Application No(s).

B. Trademark Registration No(s).

2,082,290 and 2,080,095

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jody L. Burtner

REED SMITH SHAW & McCLAY LLP

Address: P.O. Box 488

City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6)): \$ 65.00

- Enclosed
- Authorized to be charged to deposit account
- Charge any deficiency to deposit account

8. Deposit account number:

18-0582

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true and copy of the original document.

Jody L. Burtner

Name of Person Signing

Signature

November 3, 2000

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CODMAN RESEARCH GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "CODMAN GROUP, INC." UNDER THE NAME OF "CODMAN GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1999, AT 5:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9546461

DATE: 01-28-99

TRADEMARK  
REEL: 002187 FRAME: 0589

**CERTIFICATE OF MERGER  
OF CODMAN RESEARCH GROUP, INC.  
WITH AND INTO  
CODMAN GROUP, INC.**

The undersigned corporation, being organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations to the merger are as follows:

- (a) Codman Research Group, Inc., which is incorporated under the laws of the State of Delaware; and
- (b) Codman Group, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger ("Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations to the merger in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger is Codman Group, Inc., which corporation will continue its existence as the surviving corporation under the name, "Codman Group, Inc."

4. The Certificate of Incorporation of Codman Group, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Merger Agreement between the constituent corporations is on file at the principal place of business of the surviving corporation, the address of which is as follows: Attention: Michael J. Glynn, 85 Revere Drive, Suite A, Northbrook, Illinois 60062.

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

DATED: January 21, 1999

CODMAN GROUP, INC.

By: M. J. Glynn  
Michael J. Glynn  
Its: President and Chief Executive Officer