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attached original documents or copy thereof.

TRADEMARK
REEL: 002246 FRAME: 0634

State of Delaware




Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "AMERICAN HOSPITAL SUPPLY CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, MERGING WITH AND INTO "BAXTER TRAVENOL LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "BAXTER TRAVENOL LABORATORIES, INC." AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1985, AT 10:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

: : : : : : : :


Michael Harkins, Secretary of State

AUTHENTICATION: 10671987

725337027

DATE: 12/03/1985

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CERTIFICATE OF MERGER
OF
AMERICAN HOSPITAL SUPPLY CORPORATION
INTO
BAXTER TRAVENOL LABORATORIES, INC.

FILED

NOV 25 1985

10:15 AM

Charles E. Baker
SECRETARY OF STATE

Pursuant to Section 252(c) of the General
Corporation Law of the State of Delaware

Baxter Travenol Laboratories, Inc., a corporation formed under the laws of the State of Delaware ("Baxter Travenol"), which desires to merge American Hospital Supply Corporation, a corporation formed under the laws of the State of Illinois ("American"), into Baxter Travenol pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "Merger"), does hereby certify as follows:

FIRST: That the name and state of incorporation of each of Baxter Travenol and American, which are the constituent corporations in the Merger (the "Constituent Corporations"), are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Baxter Travenol Laboratories, Inc.	Delaware
American Hospital Supply Corporation	Illinois

SECOND: That a Plan and Agreement of Merger, dated as of July 15, 1985, and amended and restated as of August 13, 1985 and amended as of October 9, 1985 and November 21, 1985, among Baxter Travenol and American (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation is Baxter Travenol Laboratories, Inc. (the "Surviving Corporation").

FOURTH: That the Certificate of Incorporation of Baxter Travenol Laboratories, Inc. shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is One Baxter Parkway, Deerfield, Illinois 60015.

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SIXTH: That a copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: That the authorized capital stock of American consists of 200,000,000 shares, without par value, of common stock.

IN WITNESS WHEREOF, Baxter Travenol has caused this Certificate of Merger to be signed by G. Marshall Abbey, its Senior Vice President, Secretary and General Counsel and attested to by John F. Gaither, Jr., its Assistant Secretary, this 25th day of November, 1985.

BAXTER TRAVENOL LABORATORIES, INC. *gm*

By: *G. Marshall Abbey*

Its Senior Vice President,
Secretary and General Counsel

ATTEST:

By: *John F. Gaither, Jr.*

Its Assistant Secretary

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