

04-06-2001

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3/16/01



COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commr

101657713

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Med-Tec, Inc.

- Individual(s)
- General Partnership
- Corporation-State Texas
- Other

1,887,051

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Med-Tec Iowa, Inc.

Internal Address:

Street Address: P.O. Box 320

City: Orange City State: Iowa Zip: 51041

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

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

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

3. Nature of conveyance:

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

Execution Date: December 1, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,887,051; 1,961,969; 2,098,289; 2,327,064

Additional numbers attached? Yes No

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

Name: Edmund J. Sease

Internal Address:

Street Address: 801 Grand, Suite 3200

City: Des Moines State: IA Zip: 50309-2721

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 160.00

- Enclosed [Please charge any deficiency or credit any overpayment to Deposit Account No. 26-0084]
- Authorized to be charged to deposit account

8. Deposit account number:

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

04/05/2001 DBYRNE 00000283 1887051

DO NOT USE THIS SPACE

01 FC:401 40.00 DP
02 FC:401 75.00 DP

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

Edmund J. Sease

Name of Person Signing

Signature

3-12-01

Date

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

6

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

Rep. Id. Ref: 04/05/2001 DBYRNE 001332880001
Date: 03/12/01
Name/Number: 1887051
FC: 704

TRADEMARK
REEL: 002265 FRAME: 0164

ARTICLES OF MERGER

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189362-NS

Pursuant to the provisions of Section 490.1104 of the Code of Iowa, as amended, and Section 5.03(H)(1) of the Business Corporation Act of Texas, BIO-TEK MEDICAL SYSTEMS, INC., an Iowa corporation, and MED-TEC, INC., a Texas corporation, adopt the Articles of Merger set forth herein for the purpose of merging MED-TEC, INC. into BIO-TEK MEDICAL SYSTEMS, INC.

ARTICLE I.

PLAN OF MERGER

WHEREAS, Bio-Tek Medical Systems, Inc., an Iowa corporation ("Survivor"), is a corporation duly organized and existing under the laws of the State of Iowa with authorized capital stock of ONE HUNDRED THOUSAND (100,000) shares of common stock, no par value per share, of which SIXTEEN THOUSAND EIGHT HUNDRED AND SEVENTY FIVE (16,875) shares are issued and outstanding; and

WHEREAS, MED-TEC, Inc., a Texas corporation (the "Company"), is a corporation duly organized and existing under the laws of the State of Texas with authorized capital stock of ONE HUNDRED THOUSAND (100,000) shares of common stock, \$1.00 par value, of which TEN THOUSAND (10,000) shares are issued and outstanding; and

WHEREAS, Survivor owns all the issued and outstanding shares of stock of the Company; and

WHEREAS, the respective Boards of Directors of each of Survivor and the Company deem it advisable for the general welfare and advantage of Survivor and the Company and their respective stockholders that such corporations merge into a single corporation pursuant to this Plan, as a plan of reorganization meeting the requirements of Section 368 of the Internal Revenue Code of 1986, as amended, and the applicable laws of the State of Iowa and Texas.

NOW THEREFORE, the Board of Directors of Survivor and Company state that Survivor and the Company shall be merged on the following terms and conditions:

1. The name of the corporation to result from the merger of the Company into the Survivor shall be "MED-TEC IOWA, INC." and such corporation shall exist by virtue of and shall be governed by the laws of the State of Iowa. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall be merged into the Survivor, and the Survivor shall be fully vested therewith. The separate existence of the Company, except

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insofar as it may be continued by statute, shall cease as soon as this merger shall become effective and the Company is merged into the Survivor.

2. On the effective date of the merger, the Survivor shall, without other transfer, succeed to and possess all of the rights, powers, privileges, immunities and franchises, to the extent not limited or restricted by law, and be subject to all of the restrictions and duties of the Company and the Survivor; and all property, real and personal, and all debts due to the Company and the Survivor, shall be vested in the Survivor and all property, rights, powers, privileges and franchises and all and every other instrument shall be thereafter as effectively a property of the Survivor as they were in the Company and the Survivor prior to the effective date of merger; and the title to any real estate vested by deed or otherwise under the laws of the State of Iowa, or any other state of the United States, of the Company or the Survivor, shall not revert or be in any way impaired by reason of this merger provided that all rights of creditors and all liens upon any property of the Company or the Survivor shall be preserved unimpaired, limited to the property effected by such liens on the effective date of merger, and all debts, liabilities and duties of the Company and the Survivor shall thence forth attach to the Survivor and shall be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Survivor the Company and the Survivor agree that, from time to time, as and when requested by the Survivor following the effective date of merger or by its successors or assigns, they will execute and deliver such deeds and other instruments and will take, or cause to be taken, such further or other action as the Survivor may deem necessary or desirable in order to vest or perfect in or to confirm of record or otherwise to the Survivor title to, and possession of, all said property, rights, privileges, powers, immunities and franchises, and otherwise to carry out the purpose of these Articles of Merger.

3. Upon the merger of the Company into the Survivor, the outstanding shares of capital stock of the Company shall be surrendered and canceled as follows:

- a. The total outstanding common stock of the Company consists of TEN THOUSAND (10,000) shares of common stock, all of which are held by Survivor.
- b. The existing stock certificates of the Survivor shall not be subject to surrender or reissue upon or following the effective date of merger. Upon the merger, the shares of the Company shall be cancelled with no new shares being issued.

4. This merger shall be effective upon filing of these Articles of Merger with the Secretary of State of the State of Iowa.

5. There shall be no changes in the Articles of Incorporation, By-laws, officers or directors of the Survivor as a result of the merger described herein.

ARTICLE II

APPROVAL OF PLAN OF MERGER

Pursuant to Section 490.1104(I), Code of Iowa, the Board of Directors of the Bio-Tek Medical Systems, Inc. voted unanimously to approve the Plan of Merger and the Articles of Merger, and, pursuant to Section 5.03(I)(1) of the Business Corporation Act of the State of Texas, the Board of Directors of MED-TEC, Inc. voted unanimously to approve the Plan of Merger and the Articles of Merger.

IN WITNESS WHEREOF, the undersigned have set their hand this 1st day of DECEMBER, 1998.

BIO-TEK MEDICAL SYSTEMS, INC.
 By: [Signature] President
 By: [Signature] Secretary

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MED-TEC, INC.

By: [Signature] President

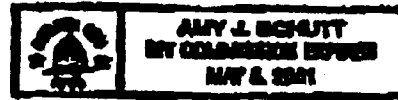
By: [Signature] Secretary

STATE OF IOWA)
) SS:
COUNTY OF SIOUX)

On this 1st day of December, 1998, before me a Notary Public in and for the State of Iowa, personally appeared Clayton P Korver and Debra J Korver, each of whom to me are personally known and each of whom by me severally sworn on oath for himself did state that the said Clayton Korver is President and the said Deb Korver is Secretary of the said Corporation; and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that the said Clayton Korver as President and Deb Korver as Secretary severally acknowledge the execution of said instrument to be the voluntary act and deed of the said corporation by it voluntarily executed.

[Signature]
Notary Public in and for the State of Iowa

STATE OF IOWA)
) SS:
COUNTY OF SIOUX)



On this _____ day of _____, 1998, before me a Notary Public in and for the State of Iowa, personally appeared _____ and _____, each of whom to me are personally known and each of whom by me severally sworn on oath for himself did state that the said _____ is President and the said _____ is Secretary of the said _____; and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that the said _____ as President and _____ as Secretary severally acknowledge the execution of said instrument to be the voluntary act and deed of the said corporation by it voluntarily executed.

Notary Public in and for the State of Iowa

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FILED
IOWA
SECRETARY OF STATE

12-11-98
3:30 pm
W199693



IOWA

No. W00199693
Date: 12/14/1998

SECRETARY OF STATE

490 DP-000165967
MED-TEC IOWA, INC.

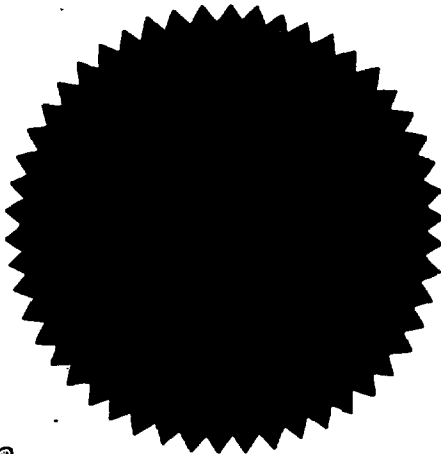
ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Merger

The document was filed on December 11, 1998, at 03:30 PM, to be effective as of December 11, 1998, at 03:30 PM.

The amount of \$50.00 was received in full payment of the filing fee.

A handwritten signature in cursive script, reading "Paul D. Pate", positioned above a horizontal line.

SECRETARY OF STATE

