



05-11-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #11

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2 SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

.Y

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

Handwritten: M-0 5-11-01

1. Name of conveying party(ies):

TRIAD MEDICAL, INC.
23161 Mill Creek Drive
Suite 300
Laguna Hills, CA 92653

- Individual(s)
- General Partnership
- Corporation - California
- Other _____
- Association
- Limited Partnership

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

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

MEDIQ/PRN LIFE SUPPORT SERVICES, INC.
One Mediq Plaza
Pennsauken, NJ 08110

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

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

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

Execution Date: April 20, 2000

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

A. Trademark Application No.(s)
N/A

B. Trademark Registration No.(s)
SPECTREL MEDICAL - 1,687,076
CERTAMATIC - 1,652,612
TRAK-M - 1,859,568

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
DECHERT
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)\$ 90.00

- Enclosed
- Authorized to be charged to deposit account
(Including any underpayment)

8. Deposit account number: 04-0475

(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 copy of the original document.

Glenn A. Gundersen
Name of Person Signing

Handwritten Signature
Signature

Handwritten Date
Date

Total number of pages including cover sheet, attachments, and document: [7]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 28 2001



Bill Jones

Secretary of State

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FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TRIAD MEDICAL, INC.

INTO

MEDIQ/PRN LIFE SUPPORT SERVICES, INC.

APR 27 2000
Bill Jones
The Honorable Secretary of State

I, Mark H. Burroughs, the Vice President and Secretary of MEDIQ/PRN Life Support Services, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), do hereby certify:

FIRST: That the Company was incorporated on the first day of May, 1992, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns 100% of the outstanding shares of capital stock of Triad Medical, Inc., a corporation incorporated on the twentieth day of June, 1980, pursuant to the General Corporation Law of the State of California.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 20 day of April, 2000, determined to and did merge into itself said Triad Medical, Inc.

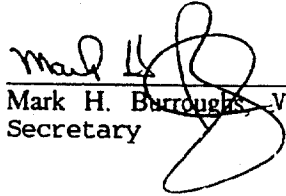
RESOLVED, that the Plan of Merger and Complete Liquidation under Section 332 of the Internal Revenue Code (the "Plan of Merger") providing for the merger (the "Merger") of Triad Medical, Inc., a California corporation and wholly-owned subsidiary of the Company, with and into the Company, with the Company being the surviving corporation, is hereby adopted and approved in substantially the form attached hereto as Exhibit A; that each officer of the Company is authorized and empowered in the name of and on behalf of the Company, to execute and deliver the Plan of Merger with such changes therein or modifications or additions thereto as the officer or officers signing the same may approve, such approval to be conclusively evidenced by his or their execution and delivery thereof; and that the Plan of Merger shall be the valid and binding obligation of the Company in the form and content in which it is so executed;

RESOLVED, that the proper officer of the Company is hereby directed to make and execute Certificates of Ownership and Merger setting forth a copy of the resolutions to merge said Triad Medical, Inc., and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and California and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect the Merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Company any time prior to the date of filing the merger with the Secretary of State.

The undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of his own knowledge.

Signed on April 20, 2000. Executed at Pennsauken, new Jersey.



Mark H. Burroughs, Vice President &
Secretary

**PLAN OF MERGER AND COMPLETE LIQUIDATION
UNDER SECTION 332 OF THE INTERNAL REVENUE CODE**

This Plan of Merger and Complete Liquidation under Section 332 of the Internal Revenue Code of 1986, as amended (the "Plan of Merger"), dated as of April 20, 2000, is entered into by and between Triad Medical, Inc., a California corporation ("Triad Medical") and MEDIQ/PRN Life Support Systems, Inc., a Delaware corporation and the owner of all of the issued and outstanding capital stock of Triad Medical ("MEDIQ/PRN," and after the Effective Time, the "Surviving Corporation").

The parties hereby prescribe the terms and conditions of merger and the mode of carrying the same into effect as follows:

1. **Merger of Triad Medical with and into MEDIQ/PRN.** At the Effective Time (as such term is defined in Section 8 hereof), Triad Medical will merge with and into MEDIQ/PRN (the "Merger"), and the separate existence of Triad Medical will cease. MEDIQ/PRN will be the surviving corporation and assumes all rights, privileges, assets and liabilities of Triad Medical.
2. **Board of Directors Approval of Merger.** The Plan of Merger has been authorized and approved by the Board of Directors of each of Triad Medical and MEDIQ/PRN in accordance with the laws of the States of California and Delaware, respectively, by unanimous written consents of the Boards of Directors of Triad Medical and MEDIQ/PRN dated April 20, 2000.
3. **Certificate of Incorporation.** At the Effective Time, the Certificate of Incorporation of MEDIQ/PRN will become the Certificate of Incorporation of the Surviving Corporation, and will thereafter continue to be its Certificate of Incorporation until changed as provided by law.
4. **Directors and Officers.** At the Effective Time, the directors and officers of MEDIQ/PRN will continue as the directors and officers of the Surviving Corporation.
5. **Bylaws.** At the Effective Time, the Bylaws of MEDIQ/PRN will become the Bylaws of the Surviving Corporation until thereafter amended as provided therein and by law.
6. **Shares.** At the Effective Time, since Triad Medical is a wholly-owned subsidiary of MEDIQ/PRN, each then issued and outstanding share, and each share held in the treasury, of the capital stock of Triad Medical shall be cancelled. No shares or other securities or other obligations of MEDIQ/PRN or any other corporation shall be issued in consideration for the cancellation of the shares of Triad Medical.
7. **Tax Status of Merger.** The Merger is a complete liquidation of Triad Medical, as defined in Section 332 of the Internal Revenue Code of 1986, as amended.

8. **Filing: Effective Time.** If this Plan of Merger has not been terminated pursuant to Section 9 hereof, an appropriate Certificate of Ownership and Merger shall be filed by the parties hereto under California and Delaware law. The Plan of Merger will be effective (the "Effective Time") upon filing a Certificate of Ownership and Merger in California and Delaware. As a result of the Merger, all of the assets of Triad Medical shall be transferred and distributed to MEDIQ/PRN, and MEDIQ/PRN shall assume all of the liabilities and obligations of Triad Medical.

9. **Termination.** This Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of either of MEDIQ/PRN or Triad Medical at any time prior to the Effective Time.

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Plan of Merger to be executed by their respective authorized officers as of the 2nd day of April, 2000.

MEDIQ/PRN LIFE SUPPORT SERVICES, INC.

By: Mark H. Burroughs
Name: Mark H. Burroughs
Title: Vice President and Secretary

TRIAD MEDICAL, INC.

By: Mark H. Burroughs
Name: Mark H. Burroughs
Title: President, Secretary and Chief Financial Officer