

07-03-2001



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To The Honorable Commissioner of F

ched original documents or copy thereof.

101766777

1. Name of conveying party(ies):

IVERS-LEE CORPORATION

6-27-01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Delaware
- Other: Private Limited Company

Additional name(s) of conveying party(ies) attached?  YES  NO

3. Nature of Conveyance:

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

Execution Date: January 25, 1996

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

Name: Sharp Corporation  
Internal Address:

Street Address: 23 Carland Road  
City: Conshohocken  
State: Pennsylvania ZIP: 19428

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  YES  NO  
(Designation must be a separate document from Assignment)

Additional name(s) & address attached?  YES  NO

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

696,564	507,595	1,321,963
809,876	967,489	1,317,491

Additional numbers attached?  YES  NO

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

Name: Derek D. Wood  
Internal Address:  
WOODCOCK WASHBURN KURTZ MACKIEWICZ & NORRIS LLP  
One Liberty Place - 46th Floor

Street Address: 1650 Market Street  
City: Philadelphia State: Pennsylvania  
ZIP: 19103-7301

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41):.....\$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-3050

(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.

Derek D. Wood

June 27, 2001

Name of Person Signing

Signature

Date

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

Do not detach this portion

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

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

07/02/2001 LMUELLER 00000227 696564

FC:481 40.00 DP  
FC:482 125.00 DP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

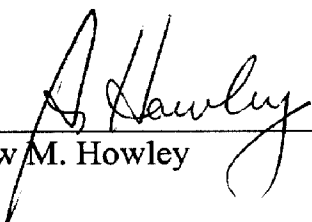
# AFFIDAVIT

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF DELAWARE

Personally before me, the undersigned authority, appeared ANDREW M. HOWLEY, who being duly sworn and cautioned upon his oath did depose and say:

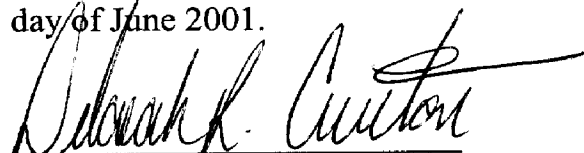
1. That I am the Secretary of IVERS-LEE CORPORATION.
2. That Ivers-Lee Corporation is a Delaware corporation whose post office address is 147 Clinton Road, Wilmington, Delaware 07006
3. That Ivers-Lee Corporation is a wholly owned subsidiary of SHARP CORPORATION whose post office address is Ridge Pike and Carland Road, Conshohocken, Pennsylvania 19428.
4. That attached hereto as Exhibit "A" is a true and correct copy of corporate resolutions duly adopted by Unanimous Consent of the Board of Directors of Ivers-Lee Corporations as of January 25, 1996 authorizing the issue of 1,000 shares. Such resolution has not been amended, rescinded, or modified since its adoption and is in full force and effect.
5. That attached hereto as Exhibit "B" is a copy of the share certificate issued January 25, 1996.

FURTHER AFFIANT SAYETH NOT.

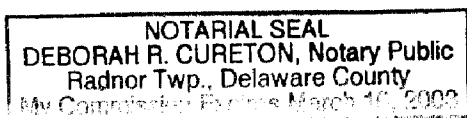
  
\_\_\_\_\_  
Andrew M. Howley

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Andrew M. Howley, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same as Secretary of Andrew M. Howley.

WITNESS, my hand and official seal in the County and State aforesaid this 14<sup>th</sup> day of June 2001.



NOTARY PUBLIC



TRADEMARK  
REEL: 002323 FRAME: 0419

EXHIBIT "A"

IVERS-LEE CORPORATION  
(A Delaware corporation)

UNANIMOUS CONSENT OF DIRECTORS

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being the all of the directors of IVERS-LEE CORPORATION (the "Corporation"), hereby consent and agree that the following action be taken, and that resolutions be, and they hereby are, adopted by the Board of Directors, as follows:

RESOLVED, that the seal, an impression of which is hereto affixed, is hereby adopted as the corporate seal of the Corporation.

\* \* \*

RESOLVED, that the form of certificate for shares of common stock of this Corporation as attached hereto is hereby adopted.

\* \* \*

RESOLVED, that the By-Laws in the form adopted by the Incorporator of this Corporation are hereby ratified and adopted as and for the By-Laws of the Corporation.

\* \* \*

RESOLVED, that pursuant to the provisions of the Subscription Agreement dated January 25, 1996, attached hereto, this Corporation shall issue 1,000 shares of common stock (par value \$.01 per share) to Sharp Corporation, upon payment of One Thousand Dollars (\$1,000) per share, for an aggregate of One Million Dollars (\$1,000,000) in cash.

FURTHER RESOLVED, that the aforesaid 1,000 shares of common stock, when so issued, shall be fully paid and non-assessable.

\* \* \*

RESOLVED, that the following persons are hereby elected to the offices set forth below, to hold office at the pleasure of the Board:

<u>NAME</u>	<u>OFFICE</u>
J. Daniel Hutchins	President and Chief Executive Officer
James L. Botkin	Senior Vice President
Raymond Renza	Senior Vice President
Thomas L. Sandor	Vice President
Robert S. Sullivan	Vice President, Finance/ Treasurer/Secretary

\* \* \*

RESOLVED, that the President and Treasurer of this Corporation is each hereby authorized to open one or more bank accounts in such banks as he or they may select with signing authority with respect thereto to be in any officer of this Corporation or any other person to whom the Board or President delegates such authority.

FURTHER RESOLVED, that this Board of Directors hereby adopts any forms of resolution reasonably required by any such bank in connection therewith if (1) in the judgment of the President of this Corporation the adoption of such resolution is necessary or desirable, and (2) the adoption of such resolutions is evidenced by their insertion by the Secretary of this Corporation with this Unanimous Consent.

\* \* \*

RESOLVED, that the President of this Corporation is hereby authorized to determine those states in which it is appropriate for this Corporation to qualify as a foreign corporation to do business and to register the offering and sale of its stock; that the officers of this Corporation are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or desirable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall establish conclusively their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

FURTHER RESOLVED, that this Board of Directors hereby adopts any forms of resolution reasonably required by any such state in connection with the foregoing, if (1) in the judgment of the President of this Corporation the adoption of such resolution is necessary or desirable, and (2) the adoption of such resolutions is evidenced by their insertion by the Secretary of this Corporation with this Unanimous Consent.

\* \* \*

RESOLVED, that the Fiscal Year of the Corporation shall end on December 31.

\* \* \*

RESOLVED, that the Treasurer of the Corporation is hereby authorized to pay all reasonable costs and expenses incident to or arising out of the organization of the Corporation.

\* \* \*

RESOLVED, that the Secretary of this Corporation is hereby authorized and directed to attach to this form of Unanimous Consent the following papers:

1. Certificate of Incorporation;
2. Form of certificate for share of common stock; and
3. Subscription Agreement.

\* \* \*

RESOLVED, that the Agreement of Purchase and Sale of Assets (the "Agreement"), in the form of a draft, dated January 22, 1996, between this Corporation and Becton, Dickinson and Company, providing for the purchase of the assets of the Ivers-Lee Division of Becton, Dickinson and Company by this Corporation, is hereby approved and the President and any Vice-President of this Corporation are hereby each severally authorized to execute and deliver the Agreement in the name of and on behalf of this Corporation with such changes as the officer executing the same shall approve, the execution of the Agreement by any such officer to be conclusive evidence of such approval.

FURTHER RESOLVED, that the President, any Vice-President, or any other officer of this Corporation are each hereby authorized and directed on behalf of this Corporation to take such actions, including the execution and/or delivery of all agreements, instruments, documents or certificates, as may be necessary or appropriate to

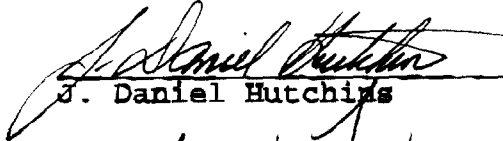
effectuate the purpose and intent of the foregoing resolution and to effectuate the transaction authorized thereby, including, without limitation, the performance of the obligations of this Corporation under the Agreement and any and all other agreements and documents that are schedules or exhibits to the Agreement and any and all other agreements, certificates or instruments referred to or contemplated herein or therein, the taking of any such action by any of the foregoing officers to be conclusive evidence of the authority granted hereby.

\* \* \*

RESOLVED, that the borrowing from time to time by this Corporation from affiliates of this Corporation in such amounts and for such purposes as the President and Chief Executive Officer of this Corporation shall determine, is hereby approved.

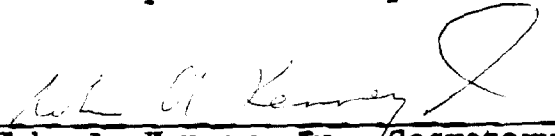
All signatures need not appear on the same copy of this instrument.

Dated: January 25, 1996

  
\_\_\_\_\_  
J. Daniel Hutchins

  
\_\_\_\_\_  
Thomas L. Sandor

The foregoing Unanimous Consent of Directors was executed pursuant to Section 141(f) of the Delaware General Corporation Law and filed with the Secretary of this Corporation on the 25th day of January, 1996.

  
\_\_\_\_\_  
John A. Kenney, Jr., Secretary



NUMBER  
1

SHARES

# IVERS-LEE CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

Authorized Capital Stock 1,000 Shares Par Value \$.01 Per Share

This Certifies that Sharp Corporation  
SEE REVERSE FOR CERTAIN DEFINITIONS  
is the  
owner of One Thousand Shares of

IVERS-LEE CORPORATION

full paid and non-assessable transferable only on the books of the Corporation  
in person or by Attorney upon surrender of this Certificate properly endorsed.  
In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and its Corporate Seal to be hereunto affixed

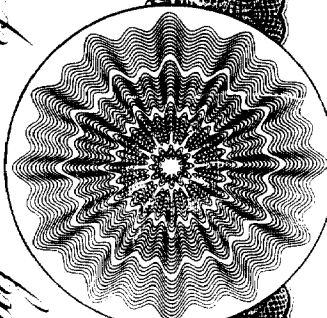
of January 25th 1926

day

*Amest J.*  
VICE PRESIDENT

*Robert J. Keim*  
SECRETARY

M. BURR KEIM, PHILA.



The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM—as tenants in common

TEN ENT—as tenants by the entireties

JT TEN—as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT—

(Cust) Custodian (Minor)

Uniform Gifts to Minors Act

under

(State)

Additional abbreviations may also be used though not in the above list.

*For Value Received* hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number of assignee]

*Shares represented by the within Certificate, and do hereby irrevocably constitute and appoint Attorney to transfer the said Shares on the books of the within named Corporation with full power of substitution in the premises.*

*Dated* 19

*In presence of*

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.