

08-02-2001



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U.S. DEPARTMENT OF COMMERCE
Patent and
Trademark Office

FORM PTO-1594
(Rev. 6-93)
OMB No. 0851-0011 (exp. 4/94)

Tab settings ⇄⇄⇄

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

1. Name of conveying party(ies):

Krelitz Industries, Inc.

8/7/19/01

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: D & K Healthcare Resources, Inc.

Internal Address: _____

Street Address: 8000 Maryland Avenue, Suite 920

City: St. Louis State: MO Zip: 63105

- 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)

1,448,230

Additional numbers attached? Yes No

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

Name: Richard A. Hyde

Internal Address: Armstrong Teasdale LLP

Street Address: One Metropolitan Square, Suite 2600

City: St. Louis State: MO Zip: 63102

6. Total number of applications and registrations involved

1

7. Total fee (37 CFR 3.41)..... \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2384

(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

Richard A. Hyde

Name of Person Signing

Richard A. Hyde

Signature

July 11, 2001

Date

Total number of pages including cover sheet, attachment, and document

08/02/2001 ANNED1 00000034 012384 1448230

01 PCT501

40.00 CH

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

TRADEMARK
REEL: 002338 FRAME: 0380

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KRELITZ INDUSTRIES, INC.", A MINNESOTA CORPORATION,

WITH AND INTO "D & K HEALTHCARE RESOURCES, INC." UNDER THE NAME OF "D & K HEALTHCARE RESOURCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2146584 8100M

AUTHENTICATION: 1205100

010300774

DATE: 06-22-01

TRADEMARK
REEL: 002338 FRAME: 0381

**CERTIFICATE OF OWNERSHIP
MERGING
KRELITZ INDUSTRIES, INC.
WITH AND INTO
D & K HEALTHCARE RESOURCES, INC.**

Pursuant to § 253 of the General
Corporation Law of the State of Delaware

D & K HEALTHCARE RESOURCES, INC., a corporation organized and existing under the laws of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations are:

- (a) Krelitz Industries, Inc., a Minnesota corporation; and
- (b) D & K Healthcare Resources, Inc., a Delaware corporation.

SECOND: That D & K Healthcare Resources, Inc. owns all of the issued and outstanding shares of each class of the capital stock of Krelitz Industries, Inc.

THIRD: That the merger of Krelitz Industries, Inc. with and into D & K Healthcare Resources, Inc., with D & K Healthcare Resources, Inc. being the surviving corporation, has been approved by the Board of Directors of D & K Healthcare Resources, Inc. in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware pursuant to resolutions attached hereto as Exhibit A adopted by unanimous written consent dated as of October 29, 1997.

FOURTH: That Krelitz Industries, Inc. is hereby merged with and into D & K Healthcare Resources, Inc., and D & K Healthcare Resources, Inc. is the surviving corporation.

FIFTH: That the Certificate of Incorporation and Bylaws of D & K Healthcare Resources, Inc. shall be the Certificate of Incorporation and Bylaws of the surviving corporation.

SIXTH: That the surviving corporation is a corporation of the State of Delaware.

IN WITNESS WHEREOF, D & K HEALTHCARE RESOURCES, INC. has caused this Certificate of Ownership to be signed by J. Hord Armstrong, III, its Chairman and Chief Executive Officer as of the 29th day of October, 1997.

D & K HEALTHCARE RESOURCES, INC.


By: 
J. Hord Armstrong, III, Chairman and Chief
Executive Officer

Exhibit A

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
D & K HEALTHCARE RESOURCES, INC.**

The following action was taken and the following business was transacted by the unanimous written consent of the Board of Directors of D & K Healthcare Resources, Inc. (the "Company") as of the 29th day of October, 1997, pursuant to the provisions of the Delaware General Corporation Law, which consent is evidenced by the signatures of the Directors of the Company appended hereto, and which consent is intended to have the same force and effect as a unanimous vote of the Directors at a meeting duly held.

Merger with Krelitz Industries, Inc.

The following resolutions were adopted with respect to the proposed merger of Krelitz Industries, Inc. ("Krelitz") with and into the Company:

WHEREAS, the officers of the Company heretofore have presented to the Directors of the Company Articles of Merger and a Certificate of Merger (including a Plan of Merger), a copy of each of which is attached hereto as Exhibit A and incorporated by reference herein (collectively, the "Merger Documents"), pursuant to which Krelitz would merge with and into the Company (the "Merger") and each of the shares of the common stock of Krelitz issued and outstanding would be cancelled; and

WHEREAS, the Directors of the Company have reviewed the terms and conditions of the Merger Documents and have determined that the Merger is in the best interests of the Company and its stockholders.

NOW, THEREFORE, BE IT RESOLVED, that the Directors of the Company do hereby authorize, ratify and approve the Merger, subject to the terms and conditions contained in the Merger Documents; and be it

FURTHER RESOLVED, that the form, terms and provisions of the Merger Documents be and they hereby are approved, adopted and confirmed in all respects; and be it

FURTHER RESOLVED, that the Chairman and Chief Executive Officer of the Company and the President of the Company, and each of them acting alone be and they hereby are authorized for and on behalf of the Company to execute and deliver the Merger Documents with such changes from the form of the Merger Documents heretofore presented to the Board of Directors of the Company as may be approved by any such officer, the execution thereof by and any such officer to be conclusive evidence of such approval; and be it

FURTHER RESOLVED, that the Chairman and Chief Executive Officer of the Company and the President of the Company, and each of them acting alone be and they hereby are authorized and directed by and on behalf of the Company to take any and all actions and execute and deliver any and all agreements, documents, certificates, or instruments as may be appropriate or desirable to carry out the terms, provisions and purposes of the foregoing resolutions and the transactions contemplated by the Merger Documents.