

03-14-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Texas Medical Products, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: October 6, 1999

2. Name and address of receiving party(ies)

Name: Lifestream International, Inc. Internal Address: 2828 North Crescent Ridge Drive Street Address: The Woodlands Research Forest The Woodlands City: TX Zip: 77381

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

OFFICE OF PUBLIC RECORDS 2002 FEB 15 PM 12:09 FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1203459; 1044460

Additional number(s) attached Yes No

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

Name: Seth Traxler, Esq.

Internal Address: Kirkland & Ellis

Street Address: 200 East Randolph Drive, Suite 5300

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

22-0440

(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.

Seth Traxler Name of Person Signing

Seth Traxler Signature

February 15, 2002 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 Patent & Trademarks, Box Assignments Washington, D.C. 20231

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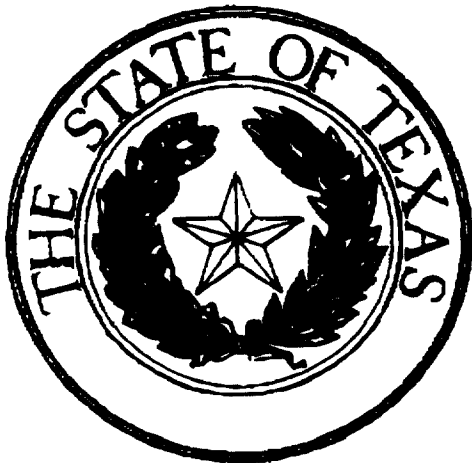



# The State of Texas

SECRETARY OF STATE

I, **ELTON BOMER**, Secretary of State of the State of Texas, DO HEREBY CERTIFY that the attached is a copy of the Articles of Merger for **TEXAS MEDICAL PRODUCTS, INC.**, a **TEXAS** corporation, and **LIFESTREAM INTERNATIONAL, INC.**, a **TEXAS** corporation, which was filed in this office on **OCTOBER 06, 1999**, and that according to the terms of the Merger the surviving corporation is **LIFESTREAM INTERNATIONAL, INC.**, a **TEXAS** corporation.

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on October 6, 1999.*



  
MAC

Elton Bommer  
Secretary of State

ARTICLES OF MERGER  
OF

TEXAS MEDICAL PRODUCTS, INC.  
(SUBSIDIARY)

WITH AND INTO

LIFESTREAM INTERNATIONAL, INC.  
(PARENT)

FILED  
In the Office of the  
Secretary of State of Texas  
OCT 06 1999  
Corporations Section

Pursuant to the provisions of Part Five of the Texas Business Corporation Act, the undersigned domestic corporations adopt the following Articles of Merger for the purpose of merging Texas Medical Products, Inc. ("TMP"), a Texas corporation and a wholly-owned subsidiary of Lifestream International, Inc., a Texas corporation ("Lifestream"), into Lifestream, in accordance with the provisions of Article 5.16 of the Texas Business Corporation Act.

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Texas Medical Products, Inc.	Texas
Lifestream International, Inc.	Texas

2. The total number or percentage of outstanding shares, identified by class, series or group of TMP and the number or percentage of those shares in each class owned by the parent entity are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Owned By Lifestream, the Parent Entity</u>
Texas Medical Products, Inc.	11,500	Common Stock	11,500


3. Resolutions approving the merger of TMP, a Texas corporation with and into Lifestream were adopted on September 30, 1999, by the Board of Directors of Lifestream, the owner of all of the outstanding shares of common stock, par value \$.10 per share of TMP, all in accordance with the laws of the State of Texas, the jurisdiction of organization of Lifestream. A copy of such resolutions is attached as Annex A to these Articles of Merger.

4. The Merger will become effective upon the issuance of the certificate of merger by the Secretary of State in accordance with Article 5.05 of the Texas Business Corporation Act.

5. Lifestream (which is the surviving corporation in the merger) shall be responsible for the payment of all fees and franchise taxes of each of the constituent corporations and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated this <sup>th</sup> 6 day of October, 1999.

LIFESTREAM INTERNATIONAL, INC.

By:   
Name: Robert W. Kleinert  
Title: Chief Executive Officer and President

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**WRITTEN CONSENT  
OF THE SOLE DIRECTOR OF  
LIFESTREAM INTERNATIONAL, INC.**

The undersigned, being the sole member of the Board of Directors of Lifestream International, Inc., a Texas corporation (the "Company"), and being entitled to vote upon the resolutions attached hereto as Exhibit A as if the same had been submitted at a formal meeting of the Board of Directors of the Company duly called and held for the purpose of acting upon such resolutions, do hereby consent, in accordance with Article 9.10.B of the Texas Business Corporation Act, to the adoption of such resolutions.

Effective this 30<sup>th</sup> day of September, 1999.



Robert W. Kleinert

Being the sole member of the  
Board of Directors of  
Lifestream International, Inc.

**WHEREAS**, in connection with the transactions contemplated by the Merger Agreement dated as of August 6, 1999 by and among the Surgimedics, Inc., a Texas corporation, now known as Lifestream International, Inc. (the "Company"), Trifecta Acquisition Corp., a Texas corporation and Lifestream International Holdings, Inc., a Delaware corporation, the Board of Directors of the Company believes it is in the best interests of the Company and its shareholder to merge Texas Medical Products, Inc., a Texas corporation ("TMP") and a wholly-owned subsidiary, with and into the Company with the Company being the surviving corporation; and

**WHEREAS**, pursuant to Article 5.16 of the Texas Business Corporation Act, a Plan of Merger is not required when a parent and wholly-owned subsidiary merge;

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Board of Directors of the Company finds it to be in the best interests of the Company to merge TMP with and into the Company, with the Company being the surviving corporation in the Merger; and further

**RESOLVED**, that each and every officer and director of the Company be and each of them hereby is authorized to take any action which such officer or director deems necessary, appropriate, convenient or desirable in order to effect the merger of TMP with and into the Company, with the Company to be the surviving corporation; and further

**RESOLVED**, that the form, terms and provisions of the Articles of Merger to be filed with the State of Texas, be and they hereby are authorized and approved, and that the Chief Executive Officer and President of the Company be and hereby is authorized on behalf of the Company to execute the Articles of Merger and cause the same to be filed with the Secretary of State of the State of Texas; and further

**RESOLVED**, that each and every officer and director of the Company be and hereby is authorized to take any action which such officer deems necessary, appropriate, convenient or desirable in order to effectuate the intent of the foregoing resolutions.