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TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS

attached original documents or copy thereof.

1. Name of conveying party:

I-Flow Corporation

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation -California
- Other:

Additional name(s) of conveying party(ies) attached?

- Yes
- No

2. Name and address of receiving party:

Name: I-Flow Corporation

Internal Address:

Street Address: 20202 Windrow Drive

City: Lake Forest State: CA ZIP: 92630

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other:

Additional name(s) and address(es) attached?

- Yes
- No

3. Nature of conveyance:

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

Execution Date: July 30, 2001

4. Application numbers or registration numbers:

a. Trademark Application No:

PLEASE SEE ATTACHED

b. Trademark Registration No:

PLEASE SEE ATTACHED

Additional numbers attached? Yes No

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

Name: Steven J. Nataupsky
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995

Internal Address: Sixteenth Floor

Street Address: 620 Newport Center Drive

City: Newport Beach State: CA ZIP: 92660

Attorney's Docket No.: IFLOW.001GEN

7. Total fee (37 CFR 1.21(h)): \$315

Enclosed

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:

Twelve

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.

Steven J. Nataupsky
Name of Person Signing

Signature

March 29, 2002
Date

Total number of pages including cover sheet, attachments and document: 6

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

04/02/2002 6TOM11 00000167 75618545

01 FC:481
02 FC:482

40.00 OP
275.00 OP

U.S. Patent and Trademark Office

Attn: Assignment Division

Crystal Gateway-4

1213 Jefferson Davis Highway, Suite 320

Arlington, VA 22202

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TRADEMARK
REEL: 002473 FRAME: 0063

4-2-02

a. Trademark Application Nos:

| MARK | APPLICATION NO. | FILING DATE | CLIENT CODE |
|---------------|------------------|-------------|-------------|
| ONE STEP KVO | 75/618,545 | 1/11/99 | 059T |
| SELECT-A-FLOW | 76/374,904 | 2/25/02 | 096T |
| OSTEOJECT | NOT YET ASSIGNED | 3/21/02 | 098T |

b. Trademark Registration Nos:

| MARK | REGISTRATION NO. | REGISTRATION DATE | CLIENT CODE |
|------------------------|------------------|-------------------|-------------|
| SIDEKICK | 1,959,501 | 3/5/96 | 003T |
| PARAGON | 2,211,318 | 12/15/98 | 007T |
| MULTI-DRUG IN CLASS 10 | 1,532,449 | 3/28/89 | 011T |
| I-FLOW | 1,737,556 | 12/01/92 | 012T |
| VIVUS-4000 | 1,745,139 | 1/05/93 | 026T |
| LIBERTY | 2,210,960 | 12/15/98 | 044T |
| PAINBUSTER | 2,283,233 | 10/05/99 | 049T |
| ONQ (STYLIZED) | 2,411,205 | 12/05/00 | 053T |
| FLOW VIEW | 2,463,384 | 6/26/01 | 066T |

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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:

"I-FLOW CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "I-FLOW CORPORATION" UNDER THE NAME OF "I-FLOW CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 2001, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1269346

DATE: 07-30-01

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8 413 F-413 T-344 P.003/006

848 208 2803

Mar-19-02 11:39am From-I-Flow Corporation

TRADEMARK
REEL: 002473 FRAME: 0065

**CERTIFICATE OF OWNERSHIP AND MERGER
MORGING
I-FLOW CORPORATION
WITH AND INTO
I-FLOW CORPORATION**

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

I-Flow Corporation, a California corporation ("I-Flow Corporation"), desiring to merge itself with and into I-Flow Corporation, a Delaware corporation ("I-Flow Delaware"), pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

- FIRST:** I-Flow Delaware is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").
- SECOND:** I-Flow California owns at least ninety percent (90%) of the outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of I-Flow Delaware, and I-Flow Delaware has no class of stock outstanding other than the Shares.
- THIRD:** I-Flow California, pursuant to resolutions of its Board of Directors duly adopted in an action by unanimous written consent of its members, dated May 21, 2001, acting without a meeting in accordance with Section 307 of the California Corporations Code, has determined to merge I-Flow California with and into I-Flow Delaware pursuant to Section 253 of the DGCL, with I-Flow Delaware as the surviving corporation (the "Merger"). A true and correct copy of said resolutions is attached hereto as Exhibit A and is incorporated herein by reference. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
- FOURTH:** The Merger was approved by the sole stockholder of I-Flow Delaware at a special meeting, duly called and conducted in accordance with the DGCL, on June 8, 2001.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 07/30/2001
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IN WITNESS WHEREOF, I-Flow California has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 30 day of July, 2001.

I-FLOW CORPORATION,
a California corporation

By: /s/ James Talevich
James Talevich
Treasurer and Chief Financial Officer

EXHIBIT A

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF I-FLOW CORPORATION IN RESPECT OF THE MERGER**

Approval of Merger with I-Flow Delaware

RESOLVED, that in the judgment and opinion of the Board it is advisable and in the best interests of the Corporation and its stockholders that the Corporation merge with I-Flow Delaware (the "Merger") on the terms and conditions set forth in the Agreement and Plan of Merger attached hereto as Exhibit B (the "Merger Agreement").

RESOLVED FURTHER, that such Merger Agreement be, and the same hereby is, adopted and approved as a plan of reorganization within the provisions of Sections 368(a) of the Internal Revenue Code, as amended, subject to such changes and additions to the Merger Agreement as the officers executing the same in the name and on behalf of the Corporation may approve, the approval of such changes and additions to be conclusively evidenced by the execution by such officers of the Merger Agreement; and that the Chief Executive Officer or the President or any Vice President of the Corporation be, and each of them hereby is, authorized to execute and deliver the Merger Agreement in the name and on behalf of the Corporation; and that the Secretary or an Assistant Secretary of the Corporation be, and each of them hereby is, authorized to affix the corporate seal of the Corporation thereto and to attest the same.

RESOLVED FURTHER, upon the effective date of the Merger, each share of the Corporation common stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Corporation or I-Flow Delaware, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$0.001 par value, of I-Flow Delaware.

RESOLVED FURTHER, that the officers of the Corporation be, and each hereby is, authorized and directed to take such other action and to execute such other documents, approvals, consents, or other applications as may be necessary or appropriate to carry into effect the Merger.

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