

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.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):

FUSION MEDICAL TECHNOLOGIES, INC.

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

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

2. Name and address of receiving party(ies)

Name: Baxter International Inc.

Internal Address: _____

Street Address: One Baxter Parkway

City: Deerfield State: IL Zip: 60015

- 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

3. Nature of conveyance:

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

Execution Date: June 27, 2002

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE A.

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: MICHAEL SCHIFFER

Internal Address: Baxter Healthcare Corporation
Legal Department

Street Address: 17511 Armstrong Avenue

City: Irvine State: CA Zip: 92614

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

021437

(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.

Michael C. Schiffer, Additional
Name of Person Signing Authorized Officer Signature

August 21, 2002
Date

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

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

Schedule A

<u>Trademark</u>	<u>Registration Number</u>	<u>Application Number</u>
RAPISEAL	2107916	
FLOSEAL	2296613	
SINUSEAL		75603883
PROCEED	2494842	
FLOSEAL FAST		76167048

Delaware

PAGE 1

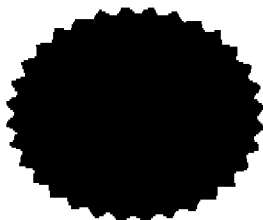
The First State

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 MERGER, WHICH MERGES:

"FUSION MEDICAL TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "BAXTER HEALTHCARE CORPORATION" UNDER THE NAME OF "BAXTER HEALTHCARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2002, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1861317

DATE: 06-29-02

TRADEMARK

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 06/27/2002
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CERTIFICATE OF MERGER
Merging

FUSION MEDICAL TECHNOLOGIES, INC.
(a Delaware corporation)
with and into

BAXTER HEALTHCARE CORPORATION
(a Delaware corporation)

The undersigned corporations certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the Merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Baxter Healthcare Corporation	Delaware
Fusion Medical Technologies, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger ("Agreement") between the parties to the Merger has been approved, adopted, certified, signed and acknowledged by the directors of each of the constituent corporations and by the sole stockholder of each of the constituent corporations, in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation is Baxter Healthcare Corporation.

FOURTH: That the Certificate of Incorporation of Baxter Healthcare Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the signed Agreement is on file at the principal place of business of the surviving corporation, the address of which is:

One Baxter Parkway, Deerfield, Illinois, 60015

SIXTH: That a copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the Merger shall be effective on July 1, 2002.

Dated: June 27, 2002

Fusion Medical Technologies, Inc.

Baxter Healthcare Corporation

By: 
name: Jon Stern
title: Secretary

By: 
name: Thomas J. Sabatino Jr.
title: Senior vice President

**CERTIFICATE BY THE SECRETARY
OF
BAXTER HEALTHCARE CORPORATION
(a Delaware corporation)**

I, Jan Stem Reed, certify that I am the Secretary of Baxter Healthcare Corporation (the "Corporation"), a Delaware corporation having its principal place of business at Deerfield, Illinois, U.S.A., and as such have access to the records of the Corporation and am authorized to make this certification and to affix the corporate seal hereto;

I further certify that, in the resolutions recited below, all references to "Baxter Laboratories, Inc." and "parent corporation" mean Baxter International Inc., and that such is indicated herein, for clarity, by the inserted bracketed initials [BII];

I further certify that, by the unanimous written consent of the Board of Directors of the Corporation, effective October 24, 1973, the following resolutions were adopted:

WHEREAS, it is the policy of Baxter Laboratories, Inc. [BII], this Corporation's parent, to hold and own all of the patents, trademarks and inventions acquired or made by its subsidiaries and to license such intangible assets to its subsidiaries pursuant to uniform license agreements; and

WHEREAS, pursuant to said policy, all inventions made and trademarks acquired by this Corporation have been deemed to have been distributed to Baxter Laboratories, Inc. [BII] immediately following such making or acquisition and, when warranted, Baxter Laboratories, Inc. [BII] has then proceeded to file and prosecute domestic and foreign patent applications on such inventions and register such trademarks; and

WHEREAS, this Corporation now wishes to ratify and confirm the past distributions of such inventions and trademarks and to adopt a policy covering such distributions in the future;

NOW THEREFORE, it is hereby:

RESOLVED, that all past distributions to Baxter Laboratories, Inc. [BII] of inventions made and trademarks acquired by this Corporation, which distributions have been deemed to have taken place immediately following such making or acquisition, are hereby ratified and confirmed as dividends in kind;

FURTHER RESOLVED, that this Corporation hereby adopts a policy of transferring to its parent corporation [BII] as a dividend in kind, all inventions made and trademarks acquired by it, which distributions shall take place immediately after such making or acquisition and without further corporate action.

I further certify that, in the resolutions recited below, all references to Baxter Travenol Laboratories, Inc. and "parent corporation" mean Baxter International Inc., and that such is indicated herein, for clarity, by the inserted bracketed initials [BII];

I further certify that, by the unanimous written consent of the Board of Directors of the Corporation, effective January 2, 1980, the following resolutions were adopted:

WHEREAS, it is the policy of Baxter Travenol Laboratories, Inc. [BII], this Corporation's parent, to hold and own all of the patents, trademarks, and inventions acquired or made by its subsidiaries; and

WHEREAS, pursuant to said policy, this Corporation adopted a resolution on October 24, 1973, providing that all inventions made and trademarks acquired by this Corporation be distributed as a dividend in kind to Baxter Travenol Laboratories, Inc. [BII], immediately following such making or acquisition and, when warranted, Baxter Travenol Laboratories, Inc. [BII], has then proceeded to file and prosecute domestic and foreign patent applications on such inventions and register such trademarks; and

WHEREAS, this Corporation now wishes to modify the policy concerning distributions of such inventions and trademarks and to adopt a new policy covering such distribution in the future;

NOW, THEREFORE, it is hereby:

RESOLVED, that this Corporation hereby adopts a policy of transferring to its parent corporation [BII] as a dividend in kind, all inventions made and trademarks (including goodwill) acquired by it, on condition that, for so long as the parent corporation [BII] shall hold title to or have the power to grant licenses under such inventions and trademarks, the parent corporation [BII] shall grant to this Corporation a royalty-free, worldwide, nonexclusive license under such inventions and trademarks, and patents or registrations resulting therefrom, to practice, manufacture, have manufactured, use, and sell all items covered by such inventions, trademarks, patents and registrations, which dividends shall take place immediately after such making or acquisition and without further corporation action.

I further certify that such resolutions have not been further modified or amended and are in full force and effect on the date of this certification.

I further certify that this Corporation's parent corporation, Baxter International Inc., is a Delaware corporation which

- a) was known from June 25, 1935 to May 3, 1976 as Baxter Laboratories, Inc.;
- b) was known, from May 3, 1976 to May 18, 1988 as Baxter Travenol Laboratories, Inc.; and
- c) continues to be known as of the date of this certificate as Baxter International Inc.,

IN WITNESS WHEREOF, I have signed this Certificate and affixed the corporate seal on July 8, 2002.



Jan Stern Reed, Secretary