



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

102139193 TRADEMARKS ONLY

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

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): Infusion Care Systems, Inc. Two Conway Park, Ste. 170, 150 Field Dr. Lake Forest, IL 60045
3-18-02
Additional name(s) of conveying party(ies) attached? No

2. Name and address of receiving party(ies) Name: Critical Care Systems, Inc. Internal Address: Street Address: 61 Spit Brook Road City: Nashua State: NH Zip: 03060
Corporation-State Delaware

3. Nature of conveyance: Merger
Execution Date: 12/27/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76,329,496

B. Trademark Registration No.(s) Additional number(s) attached No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mark A. Paskar, Esq. Internal Address: Bryan Cave LLP Street Address: 211 North Broadway, Suite 3600 City: St. Louis State: MO Zip: 63102-2750

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: 02-4467

DO NOT USE THIS SPACE

9. Signature. Mark A. Paskar Name of Person Signing March 18, 2002 Date Signature

06/27/2002 BYRME 00000277 76329496 01 FC:481 40.00

Total number of pages including cover sheet, attachments, and document: 9

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

Delaware

PAGE 1

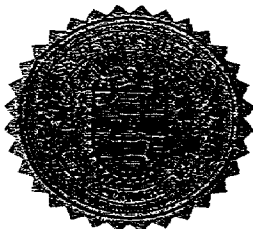
The First State

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 OWNERSHIP, WHICH MERGES:

"INFUSION CARE SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "CRITICAL CARE SYSTEMS, INC." UNDER THE NAME OF "CRITICAL CARE SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:58 O'CLOCK P.M.

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

AUTHENTICATION: 1536905

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DATE: 01-02-02

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING INFUSION CARE SYSTEMS, INC.
INTO CRITICAL CARE SYSTEMS, INC.

Critical Care Systems, Inc., a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That Critical Care Systems, Inc. was incorporated on the 11th day of March, 1991, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Critical Care Systems, Inc. owns at least ninety percent of the outstanding shares of each class of the voting stock of Infusion Care Systems, Inc. ("ICS"), a corporation incorporated on the 25th day of April, 2000, pursuant to Section 253 of the General Corporation Law of the State of Delaware.

THIRD: That Critical Care Systems, Inc., by the following resolutions of its Board of Directors, duly adopted by approval at a special meeting of its members, filed with the minutes of the board on the 20th day of December, 2001, determined to merge into itself said Infusion Care Systems, Inc. as of December 31, 2001 at 11:58 p.m.

RESOLVED, that this corporation does hereby merge with and into itself ICS, and assume all of ICS's rights and obligations, effective as of December 31, 2001 at 11:58 p.m., provided that this resolution shall be revoked if this corporation does not own at least ninety percent of the outstanding shares of each class of the voting stock of ICS at said time; and

FURTHER RESOLVED, that this corporation shall afford to the owners of ICS Class B Common stock (other than this corporation) all rights provided under Delaware law, including appraisal rights, and absent exercise by an owner of ICS Class B shares of such appraisal rights, this corporation shall issue .0285 shares of its Class B Common stock, par value \$.01 per share ("CCS Class B Common"), and a cash payment in the amount of \$.0215 for each share of ICS Class B Common not owned by this corporation; provided that all calculations of CCS Class B Common issued shall be rounded up to the nearest whole share and, as a result, no fractional shares of CCS Class B Common shall be issued for shares of ICS Class B Common; and provided further that all calculations of cash payments shall be rounded up to the nearest penny; and

FURTHER RESOLVED, that the proper officers of this corporation be and hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and the date of adoption hereof, and to cause the same to be filed with the

Delaware Secretary of State in accordance with Section 103 of the Delaware General Corporation Law and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger; and

FURTHER RESOLVED, that the proper officers of this corporation be and hereby are directed to notify each ICS stockholder of record (other than this corporation) that said Certificate of Ownership and Merger will become effective December 31, 2001; and

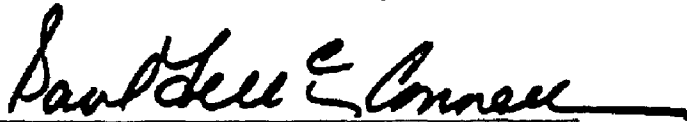
FURTHER RESOLVED, that the proper officers of this corporation be and hereby are directed to deliver shares of this corporation's Class B Common Stock to the holders of ICS stock (other than this corporation) in accordance with these resolutions and to request the surrender of certificates representing shares of ICS stock (or affidavit(s) of lost certificate(s) in a form acceptable to this corporation) and to pay cash to the holders of ICS stock (other than this corporation) in accordance with these resolutions; and

FURTHER RESOLVED, that the proper officers of this corporation be and hereby are directed to take all actions necessary to carry out the purposes of the foregoing resolutions.

FOURTH: That anything herein or elsewhere to the contrary notwithstanding, this merger may be amended, terminated or abandoned by the board of directors of this corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Critical Care Systems, Inc. has caused this certificate to be signed by Paul F. McConnell its President and attested by Christopher J. York its Secretary, this 27th day of December, 2001.

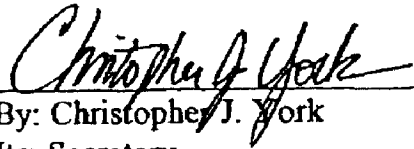
CRITICAL CARE SYSTEMS, INC.



By: Paul F. McConnell

Its: President

ATTEST:



By: Christopher J. York

Its: Secretary