

Form **PTO-1594** (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>Vasocor, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Vasocor, Inc.</u> Internal Address: _____</p> <p>Street Address: <u>499-A Jessen Lane</u> City: <u>Charleston</u> State: <u>SC</u> Zip: <u>29492</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>05/23/2001</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____ <u>76261110 and 76261112</u></p>	<p>B. Trademark Registration No.(s) <u>2550778</u> <u>2556824, 2578989</u></p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Floyd R. Nation, Esq.</u> Internal Address: _____ <u>Howrey Simon Arnold & White, LLP</u></p> <p>Street Address: <u>750 Bering Drive</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77057</u></p>	<p>6. Total number of applications and registrations involved: 5</p> <p>7. Total fee (37 CFR 3.41): \$ <u>140.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>01-2508; Ref. 13412.0001/VCOR</u></p>
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DO NOT USE THIS SPACE

9. Signature.

Floyd R. Nation  September 27, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

CERTIFICATE OF MERGER
OF
VASOCOR, INC., a Florida corporation
INTO
VASOCOR, INC., a Delaware corporation

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL"), Vasocor, Inc., a Florida corporation ("Vasocor Florida") and Vasocor, Inc., a Delaware corporation ("Vasocor Delaware") adopt the following Certificate of Merger for the purposes of merging Vasocor Florida with and into Vasocor Delaware (the "Merger"):

1. The Agreement and Plan of Merger, dated May 23, 2001 between Vasocor Florida and Vasocor Delaware was approved, adopted, certified, executed and acknowledged in accordance with the Section 252 of the DGCL by (i) the Board of Directors of Vasocor Florida on May 23, 2001, and (ii) the Board of Directors and the sole shareholder of Vasocor Delaware on May 23, 2001.

2. The surviving corporation of the Merger shall be Vasocor Delaware.

3. Upon consummation of the Merger, the Certificate of Incorporation of Vasocor Delaware shall be the Certificate of Incorporation of Vasocor Delaware, as the surviving corporation of the Merger.

3. The executed Agreement and Plan of Merger is on file at the principal place of business of Vasocor Delaware, 7705 NW 48 Street, Suite 120, Miami, FL 33166. A copy of the Agreement and Plan of Merger will be furnished by Vasocor Delaware, on request and without cost, to any stockholder of Vasocor Florida or Vasocor Delaware.

4. The authorized capital stock of Vasocor Florida is comprised of 26,228,669 Class A Common Shares, par value \$0.01, and 3,771,331 Class B Common Shares, par value \$0.01.

IN WITNESS WHEREOF, Vasocor Delaware has caused this Certificate of Merger to be signed in its corporate name and on its behalf on May 23, 2001.

VASOCOR, INC., a Delaware corporation

By: _____

Walter M. Rosebrough, Jr.
 President and Chief Executive Officer