

10-23-2002

Form PTO-1594 (Rev. 6-93)

RECOR



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U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011 (exp. 4/94)

102257813

Patent and Trademark Office

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

1. Name of conveying party(ies):

*MRD
10-18-02*

RME Acquisition Corp.
599 Cardigan Road
Saint Paul, Minnesota 55126-3965

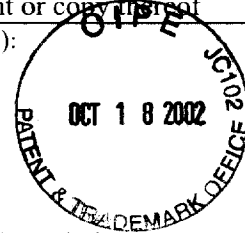
Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Minnesota
 Other _____

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

2. Name and address of receiving party(ies):

Rehab Med Equip, Inc.
599 Cardigan Road
Saint Paul, Minnesota 55126-3965

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Minnesota
 Other _____



3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 1, 2002

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description	B. Trademark Registration No(s). and description
	2,281,550 KLEAR-PLAST
	2,328,294 ORTHOFORM

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

Ann Dunn Wessberg
FAEGRE & BENSON LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/766-7105

6. Total number of applications and registrations involved: 02

10/22/2002 JJALLAH2 00000073 2281550

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

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

Credit card authorization for for payment enclosed.
 Authorized to be charged to deposit account for underpayment.

8. Deposit Account number: 06-0029

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.

Ann Dunn Wessberg October 9, 2002
 Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
 Director – U.S. Patent and Trademark Office, Box Assignments
 Washington, D.C. 20231

ARTICLES OF INCORPORATION
OF
RME ACQUISITION CORP.

The undersigned incorporator, being a natural person 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 302A, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is RME Acquisition Corp.

ARTICLE II

The registered office of this Corporation is located at 599 Cardigan Road, St. Paul, MN 55126-3965.

ARTICLE III

This Corporation is authorized to issue an aggregate total of 1,000,000 shares, all of which shall be designated Common Stock, having a par value of \$.001 per share.

ARTICLE IV

The name and address of the incorporator of this Corporation is as follows:

Laura Carlson
Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402

ARTICLE V

No shareholder of this Corporation shall have any cumulative voting rights.

ARTICLE VI

No shareholder of this Corporation shall have any preemptive rights by virtue of Section 302A.413 of the Minnesota Statutes (or any similar provisions of future law) to subscribe for, purchase or acquire (i) any shares of this Corporation of any class or series, whether unissued or now or hereafter authorized, or (ii) any obligations or other securities convertible into or exchangeable for (or that carry any other right to acquire) any such shares, securities or obligations, or (iii) any other rights to purchase any such shares, securities or

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obligations. This Corporation shall have the power, however, in its discretion to grant such rights by agreement or other instrument to any person or persons (whether or not they are shareholders).

ARTICLE VII

The name of the first director of this Corporation is as follows: Patrick D. Spangler.

ARTICLE VIII

Any action required or permitted to be taken at a meeting of the Board of Directors of this Corporation not needing approval by the shareholders under Minnesota Statutes, Chapter 302A, may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors are present.

ARTICLE IX

No director of this Corporation shall be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to this Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the director derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.


IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of July, 2002.



Laura S. Carlson

M1:898462.01

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUL 25 2002 


Secretary of State

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
RME ACQUISITION CORP.**

The undersigned, Patrick D. Spangler, Executive Vice President and CFO of RME Acquisition Corp., a Minnesota corporation, (the "Company"), hereby certifies that:

(i) The name of the corporation is RME Acquisition Corp.

(ii) Article I of the Company's Articles of Incorporation has been amended to read in its entirety as follows:

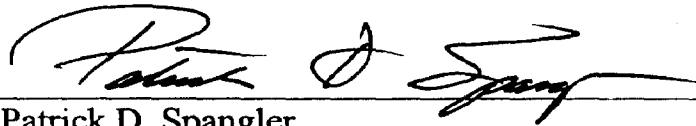
"ARTICLE I

NAME

"The name of this Corporation is Rehab Med Equip, Inc."

(iii) The foregoing amendment has been adopted pursuant to Chapter 302A of the Minnesota Statutes.

IN WITNESS WHEREOF, I have subscribed my name this 1st day of August, 2002.



Patrick D. Spangler
Executive Vice President and CFO

M1:899447.01

**STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED**

AUG 05 2002


Secretary of State

RECORDED: 10/18/2002

**TRADEMARK
REEL: 2603 FRAME: 0981**