

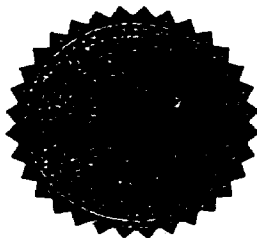
Delaware

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:

"WINFIELD MEDICAL", A CALIFORNIA CORPORATION,
WITH AND INTO "MAXXIM MEDICAL, INC." UNDER THE NAME OF
"MAXXIM MEDICAL, 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 JULY, A.D. 1998, AT 8:30
O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2176961 8100M

020747812

AUTHENTICATION: 2128339

DATE: 12-06-02

TRADEMARK

REEL: 002670 FRAME: 0141

CERTIFICATE OF OWNERSHIP AND MERGER

The undersigned, Kenneth W. Davidson and Peter M. Graham, do hereby certify that:

1. They are the President and the Secretary, respectively, of **MAXXIM MEDICAL, INC.**, a Delaware corporation (the "Surviving Corporation").

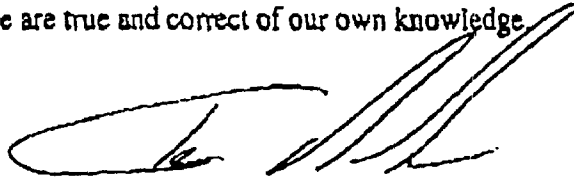
2. The Surviving Corporation owns one hundred percent (100%) of the outstanding shares of **WINFIELD MEDICAL**, a California corporation.

3. The Board of Directors of the Surviving Corporation duly adopted the following resolution on June 25, 1998:

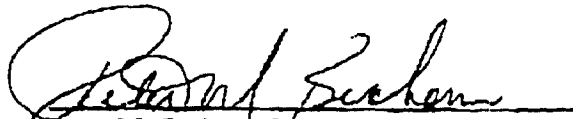
RESOLVED, that Maxxim Medical, Inc. merge Winfield Medical, its wholly-owned subsidiary corporation, into itself, and Maxxim Medical, Inc. shall thereby assume all of Winfield Medical's liabilities and obligations pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law.

We further declare under penalty of perjury under the laws of the States of California and Delaware that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 26, 1998



Kenneth W. Davidson, President


Peter M. Graham, Secretary