

Recordation Form Cover Sheet
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

MEDICAL ANALYSIS SYSTEMS, INC.

- Individual(s)
- General Partnership
- Corporation-State: California
- Other
- Association
- Limited Partnership

3. Nature of conveyance:

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

Execution Date: September 17, 2002

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

FISHER-MAS MERGER CORP.
5300 Adolfo Road
Camarillo, California 93012

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

LABLINK DIRECT No. 2,188,142

Additional numbers attached? Yes No

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

Michael D. Fishman
Rader, Fishman & Grauer PLLC
39533 Woodward Avenue
Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0630

6. Total number of applications and registrations involved: 1 (one)

7. Total fee (37 CFR 3.41).....\$40.00

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using 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.

Linda E. Sudzina

Name



Signature

7/28/03

Date

Total number of pages comprising cover sheet 8



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 09/19/2002
020504140 - 3561624

CERTIFICATE OF OWNERSHIP AND MERGER

merging

MEDICAL ANALYSIS SYSTEMS, INC.,
a California corporation

into

FISHER-MAS MERGER CORP.,
a Delaware corporation

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Fisher-MAS Merger Corp., a Delaware corporation (the "Corporation"), hereby certifies the following information relating to the merger (the "Merger") of Medical Analysis Systems, Inc., a California Corporation ("MAS") with and into the Corporation.

FIRST: The names and jurisdictions of incorporation of each of the corporations constituent to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
Fisher-MAS Merger Corp.	Delaware
Medical Analysis Systems, Inc.	California

SECOND: The Corporation owns at least 90% of the issued and outstanding shares of the capital stock of MAS.

THIRD: The Merger has been approved, adopted, certified, executed and acknowledged by the board of directors of the Corporation in accordance with the requirements of the DGCL, and a copy of the resolutions adopted by the board of directors of the Corporation as of September 17, 2002 is attached hereto as Exhibit A.

FOURTH: The surviving corporation shall be Fisher-MAS Merger Corp.

FIFTH: The Merger shall become effective immediately upon the filing of this certificate with the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the DGCL.

SIXTH: Immediately following the effectiveness of the Merger, the name of the surviving corporation shall be changed from "Fisher-MAS Merger Corp." to "Medical Analysis Systems, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name on this 18th day of September, 2002.

FISHER-MAS MERGER CORP.

By: Kevin P. Clark
Name: KEVIN CLARK
Title: PRESIDENT

Exhibit A

(Please see attached.)

FISHER-MAS MERGER CORP.**Unanimous Written Consent of the Board of Directors
to Action Without a Meeting**

The undersigned, being the sole director of Fisher-MAS Merger Corp., a Delaware corporation (the "Corporation"), by this written action pursuant to Section 41(f) of the General Corporation Law (the "Delaware Law") of the State of Delaware, hereby consents in writing, without a meeting, to the following resolutions:

WHEREAS, the Corporation is a wholly-owned subsidiary of Fisher Scientific Company L.L.C., a Delaware limited liability company ("Fisher Scientific");

WHEREAS, Fisher Scientific desires to transfer to the Corporation, as a contribution to the capital of the Corporation, all right, title and interest in and to the shares of common stock (the "MAS Shares") of Medical Analysis Systems, Inc., a California corporation ("MAS"), held by Fisher Scientific;

WHEREAS, the Corporation desires to receive and hold the MAS Shares;

WHEREAS, in order to effect the transfer of the MAS Shares from Fisher Scientific to the Corporation, the parties have negotiated a Capital Contribution Agreement, delineating the proposed terms of such transfer;

WHEREAS, immediately following the transfer of the MAS Shares to the Corporation, the Corporation will hold greater than 90% of each class of the capital stock of MAS;

WHEREAS, under Section 253 of the Delaware Law, the Corporation, as holder of at least 90% of the capital stock of MAS, may cause MAS to merge with and into the Corporation by executing, acknowledging and filing with the Secretary of State of the State of Delaware, in accordance with Section 105 of the Delaware Law, a certificate of ownership and merger, and attaching to such certificate a copy of the resolutions of the Board of Directors of the Corporation setting forth, among other things, the terms and conditions of the merger, including the consideration to be paid to the shareholders of MAS (other than the Corporation) upon their surrender to the Corporation of the shares of MAS held by them;

WHEREAS, under Section 1108 of the California Corporations Code (the "California Law"), a California corporation may merge with a foreign corporation and, if the surviving corporation of such merger is the foreign corporation, then the merger shall become effective in accordance with the law of such foreign jurisdiction, subject to certain filing requirements under the California Law; and

WHEREAS, the Corporation desires to cause MAS to merge with and into the Corporation;

NOW, THEREFORE, BE IT:

Contribution Agreement.

RESOLVED, that the Corporation be, and it hereby is, authorized to receive and hold the MAS Shares;

RESOLVED FURTHER, that the form, terms and provisions of the Capital Contribution Agreement be, and they hereby are, approved and adopted in all respects, and, accordingly, that the Corporation be, and it hereby is, authorized to enter into such agreement, substantially in the form of the draft, dated September 16, 2002, which was presented to this Board of Directors;

MAS Merger.

RESOLVED, that the Corporation be, and it hereby is, authorized to effect the merger of MAS with and into the Corporation pursuant to Section 253 of the Delaware Law and Section 1108 of the California Law;

RESOLVED, FURTHER, that the shareholders of MAS (other than the Corporation) shall receive, upon their surrender to the Corporation of the shares of MAS held by them, consideration of \$0.25 per share;

RESOLVED FURTHER, that the form, terms and provisions of the Certificate of Ownership and Merger be, and they hereby are, approved and adopted in all respects, and, accordingly, that the Corporation be, and it hereby is, authorized to file such certificate (together with a copy of these resolutions) with the Secretary of State of the State of Delaware, substantially in the form of the draft, dated September 16, 2002, which was presented to this Board of Directors;

RESOLVED FURTHER, that the Corporation be, and it hereby is, authorized to make any filings required under the California Law, including but not limited to the filings set forth under Section 1108 of the California Law;

General Authorization.

RESOLVED, that the President and the Secretary of the Corporation (each, an "Authorized Officer") be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to do and perform, or cause or authorize to be done and performed, any and all such other acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of

the Corporation, any and all such other agreements, undertakings, documents, consents, filings or instruments, with such terms and provisions as any such person may approve, as such person may deem necessary or appropriate to effect the transactions contemplated by the foregoing resolutions or to fulfill the Corporation's obligations thereunder, the taking of any such action to be conclusive evidence of such approval and authority; and

RESOLVED, FURTHER, that the omission from this written determination of any consent, agreement or other arrangement contemplated by the foregoing resolutions or any action to be taken in accordance with the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this written determination as of this 17th day of September, 2002.

Kevin P. Clark
Kevin Clark, President

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