

04-17-2003

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

4-17-03

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DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Krelitz Industries, Inc.

4-17-03

- Individual(s)
- General Partnership
- Corporation-State Minnesota
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: 10/29/97

2. Name and address of receiving party(ies)

Name: D&K Healthcare Resources, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 8235 Forsythe Blvd.

City: St. Louis State: MO Zip: 63105

- 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) \_\_\_\_\_

1,458,654

Additional number(s) attached  Yes  No

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

Name: Linda R. Kastner

Internal Address: c/o Latham & Watkins

Suite 5800, Sears Tower

Street Address: 233 S. Wacker Drive

City: Chicago State: IL Zip: 60606

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: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

Linda R. Kastner

Name of Person Signing

Signature

April 16, 2003

Date

Total number of pages including cover sheet, attachments, and document: 10

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40.00 DP

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

TRADEMARK  
REEL: 002713 FRAME: 0335

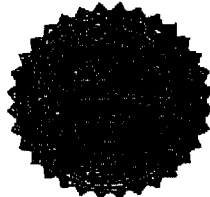
# Delaware

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:

"KRELITZ INDUSTRIES, INC.", A MINNESOTA CORPORATION,  
WITH AND INTO "D & K HEALTHCARE RESOURCES, INC." UNDER THE NAME OF "D & K HEALTHCARE RESOURCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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030193944

AUTHENTICATION: 2325894

DATE: 03-24-03

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REEL: 002713 FRAME: 0336

STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 04:30 PM 04/30/1998  
 981168324 - 2146584

**CERTIFICATE OF OWNERSHIP  
 MERGING  
 KRELITZ INDUSTRIES, INC.  
 WITH AND INTO  
 D & K HEALTHCARE RESOURCES, INC.**

Pursuant to § 253 of the General  
Corporation Law of the State of Delaware

**D & K HEALTHCARE RESOURCES, INC.**, a corporation organized and existing under the laws of the State of Delaware;

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations are:

- (a) Krelitz Industries, Inc., a Minnesota corporation; and
- (b) D & K Healthcare Resources, Inc., a Delaware corporation.

**SECOND:** That D & K Healthcare Resources, Inc. owns all of the issued and outstanding shares of each class of the capital stock of Krelitz Industries, Inc.

**THIRD:** That the merger of Krelitz Industries, Inc. with and into D & K Healthcare Resources, Inc., with D & K Healthcare Resources, Inc. being the surviving corporation, has been approved by the Board of Directors of D & K Healthcare Resources, Inc. in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware pursuant to resolutions attached hereto as Exhibit A adopted by unanimous written consent dated as of October 29, 1997.

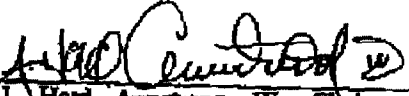
**FOURTH:** That Krelitz Industries, Inc. is hereby merged with and into D & K Healthcare Resources, Inc. and D & K Healthcare Resources, Inc. is the surviving corporation.

**FIFTH:** That the Certificate of Incorporation and Bylaws of D & K Healthcare Resources, Inc. shall be the Certificate of Incorporation and Bylaws of the surviving corporation.

**SIXTH:** That the surviving corporation is a corporation of the State of Delaware.

**IN WITNESS WHEREOF, D & K HEALTHCARE RESOURCES, INC.** has caused this Certificate of Ownership to be signed by J. Hord Armstrong, III, its Chairman and Chief Executive Officer as of the 29th day of October, 1997.

**D & K HEALTHCARE RESOURCES, INC.**

By:   
 J. Hord Armstrong, III, Chairman and Chief  
 Executive Officer

## Exhibit A

**ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
D & K HEALTHCARE RESOURCES, INC.**

The following action was taken and the following business was transacted by the unanimous written consent of the Board of Directors of D & K Healthcare Resources, Inc. (the "Company") as of the 29th day of October, 1997, pursuant to the provisions of the Delaware General Corporation Law, which consent is evidenced by the signatures of the Directors of the Company appended hereto, and which consent is intended to have the same force and effect as a unanimous vote of the Directors at a meeting duly held.

Merger with Krelitz Industries, Inc.

The following resolutions were adopted with respect to the proposed merger of Krelitz Industries, Inc. ("Krelitz") with and into the Company:

WHEREAS, the officers of the Company heretofore have presented to the Directors of the Company Articles of Merger and a Certificate of Merger (including a Plan of Merger), a copy of each of which is attached hereto as Exhibit A and incorporated by reference herein (collectively, the "Merger Documents"), pursuant to which Krelitz would merge with and into the Company (the "Merger") and each of the shares of the common stock of Krelitz issued and outstanding would be cancelled; and

WHEREAS, the Directors of the Company have reviewed the terms and conditions of the Merger Documents and have determined that the Merger is in the best interests of the Company and its stockholders.

NOW, THEREFORE, BE IT RESOLVED, that the Directors of the Company do hereby authorize, ratify and approve the Merger, subject to the terms and conditions contained in the Merger Documents; and be it

FURTHER RESOLVED, that the form, terms and provisions of the Merger Documents be and they hereby are approved, adopted and confirmed in all respects; and be it

FURTHER RESOLVED, that the Chairman and Chief Executive Officer of the Company and the President of the Company, and each of them acting alone be and they hereby are authorized for and on behalf of the Company to execute and deliver the Merger Documents with such changes from the form of the Merger Documents heretofore presented to the Board of Directors of the Company as may be approved by any such officer, the execution thereof by and any such officer to be conclusive evidence of such approval; and be it

FURTHER RESOLVED, that the Chairman and Chief Executive Officer of the Company and the President of the Company, and each of them acting alone be and they hereby are authorized and directed by and on behalf of the Company to take any and all actions and execute and deliver any and all agreements, documents, certificates, or instruments as may be appropriate or desirable to carry out the terms, provisions and purposes of the foregoing resolutions and the transactions contemplated by the Merger Documents.

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**State of Minnesota****SECRETARY OF STATE****CERTIFICATE OF MERGER**

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: KRELITZ INDUSTRIES, INC.

DE: D & K HEALTHCARE RESOURCES, INC.

State of Formation and Name of Surviving Entity:

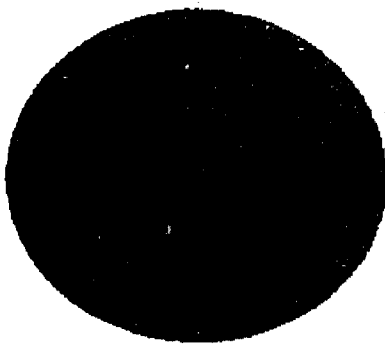
DE: D & K HEALTHCARE RESOURCES, INC.

Effective Date of Merger: 5/1/98

Name of Surviving Entity After Effective Date of Merger:

D & K HEALTHCARE RESOURCES, INC.

This certificate has been issued on: 5/1/98



*Joan Anderson Grove*  
Secretary of State.

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## ARTICLES OF MERGER

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Secretary of State  
State of Minnesota  
180 State Office Building  
St. Paul, Minnesota 55155

Pursuant to the provisions of the Minnesota Business Corporation Act, the undersigned corporations certify the following:

1. D&K Healthcare Resources, Inc, a Delaware corporation, and Krelitz Industries, Inc., a Minnesota corporation, are hereby merged, and D&K Healthcare Resources, Inc. is the surviving corporation (the "Merger").

2. The Plan of Merger set forth in these articles has been approved by the Board of Directors of D&K Healthcare Resources, Inc. pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

3. One Thousand (1,000) shares of the common stock, par value \$1.00 per share, of Krelitz Industries, Inc. constitute the only shares of any class of stock of Krelitz Industries, Inc. which are issued and outstanding, and all of such issued and outstanding shares are owned by D&K Healthcare Resources, Inc.

4. Plan of Merger

- (a) The Merger shall become effective and be consummated immediately upon the filing of these Articles of Merger with the Secretary of State of Minnesota (the "Effective Time").
- (b) As of the Effective Time, each share of Krelitz Industries, Inc. Common Stock issued and outstanding shall automatically be cancelled, and all shares of Krelitz Industries, Inc. Common Stock and any other equity securities of Krelitz Industries, Inc. which are held in Krelitz Industries, Inc.'s treasury, if any, shall automatically cease to exist and all certificates representing such shares shall be cancelled.
- (c) As of the Effective Time, each share of common stock of D&K Healthcare Resources, Inc. issued and outstanding shall automatically remain outstanding as one (1) share of common stock of the surviving corporation.
- (d) The Certificate of Incorporation and Bylaws of D&K Healthcare Resources, Inc. shall be the Certificate of Incorporation and Bylaws, respectively, of the surviving corporation. The directors and officers of D&K Healthcare Resources, Inc. at the Effective Time shall be the directors and officers, respectively, of the surviving corporation, until their successors shall have been duly elected and shall qualify, or until their earlier death, resignation or removal.

5. D&K Healthcare Resources, Inc., the surviving corporation, hereby agrees that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of Krelitz Industries, Inc. and in a proceeding for the enforcement of the rights of a dissenting shareholder of Krelitz Industries, Inc. against D&K Healthcare Resources, Inc.

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6. D&K Healthcare Resources, Inc., the surviving corporation, hereby irrevocably appoints the Minnesota Secretary of State as its agent to accept service of process in any proceeding. The Minnesota Secretary of State shall mail any such process to D&K Healthcare Resources, Inc., 8000 Maryland Avenue, Suite 920, St. Louis, Missouri 63105, Attention: Chairman and Chief Executive Officer.

7. D&K Healthcare Resources, Inc., the surviving corporation, hereby agrees that it will promptly pay to the dissenting shareholders of Krelitz Industries, Inc. the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

[The balance of this page has been left blank intentionally.]

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IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the 21<sup>st</sup> day of October, 1997.

D&K HEALTHCARE RESOURCES, INC.

By J. Ford Armstrong, III  
J. Ford Armstrong, III, Chairman of the Board and Chief Executive Officer

KRELITZ INDUSTRIES, INC.

By J. Ford Armstrong, III  
J. Ford Armstrong, III, Chairman of the Board and Chief Executive Officer

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D&K HEALTHCARE RESOURCES

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BOARD OF DIRECTORS APPROVAL:

2344

Elliot H. Stein *Elliot H. Stein*

Martin D. Wilson *Martin D. Wilson*

Richard F. Ford *Richard F. Ford*

Thomas F. Patton *Tom F. Patton*

Bryan H. Lawrence *Bryan H. Lawrence*

J. Ford Armstrong, III *J. Ford Armstrong, III*

Robert E. Korenblatt *Robert E. Korenblatt*

I. David McCay *I. David McCay*

James M. Usdan *James M. Usdan*

**ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
D&K HEALTHCARE RESOURCES, INC.**

2345

The following action was taken and the following business was transacted by the unanimous written consent of the Board of Directors of D&K Healthcare Resources, Inc. (the "Company") as of the 27<sup>th</sup> day of October, 1997, pursuant to the provisions of the Delaware General Corporation Law, which consent is evidenced by the signatures of the Directors of the Company appended hereto, and which consent is intended to have the same force and effect as a unanimous vote of the Directors at a meeting duly held.

Merger with Krelitz Industries, Inc.

The following resolutions were adopted with respect to the proposed merger of Krelitz Industries, Inc. ("Krelitz") with and into the Company:

WHEREAS, the officers of the Company heretofore have presented to the Directors of the Company Articles of Merger and a Certificate of Merger (including a Plan of Merger), a copy of each of which is attached hereto as Exhibit A and incorporated by reference herein (collectively, the "Merger Documents"), pursuant to which Krelitz would merge with and into the Company (the "Merger") and each of the shares of the common stock of Krelitz issued and outstanding would be cancelled; and

WHEREAS, the Directors of the Company have reviewed the terms and conditions of the Merger Documents and have determined that the Merger is in the best interests of the Company and its stockholders.

NOW, THEREFORE, BE IT RESOLVED, that the Directors of the Company do hereby authorize, ratify and approve the Merger, subject to the terms and conditions contained in the Merger Documents; and be it

FURTHER RESOLVED, that the form, terms and provisions of the Merger Documents be and they hereby are approved, adopted and confirmed in all respects; and be it

FURTHER RESOLVED, that the Chairman and Chief Executive Officer of the Company and the President of the Company, and each of them acting alone be and they hereby are authorized for and on behalf of the Company to execute and deliver the Merger Documents with such changes from the form of the Merger Documents heretofore presented to the Board of Directors of the Company as may be approved by any such officer, the execution thereof by any such officer to be conclusive evidence of such approval; and be it

FURTHER RESOLVED, that the Chairman and Chief Executive Officer of the Company and the President of the Company, and each of them acting alone be and they hereby are authorized and directed by

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAY - 1 1998

*Andrew Bauer*

Secretary of State

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