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Form PTO-1594 (Rev. 10/02) CMB No. 5051-0027 (exp. 8/30/2005) Tab settings		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. 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): Ludeo Corporation <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 - Massachusetts <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>PrimeSource Healthcare, Inc.</u> Internal Address: _____ Street Address: <u>99 Hartwell Street</u> City: <u>Boylston</u> State: <u>MA</u> Zip: <u>01585</u> <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>Massachusetts</u> <input type="checkbox"/> Other _____ <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)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>June 27, 2001</u>			4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) _____ <u>See Attached Schedule A</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Eileen Sullivan</u> Internal Address: <u>Bingham McCutchen LLP</u> Street Address: <u>150 Federal Street</u> City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110</u>			6. Total number of applications and registrations involved: 6 7. Total fee (37 CFR 3.41): \$ <u>165.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>500927</u>		
DO NOT USE THIS SPACE					
9. Signature, <u>David O. Johanson</u> Name of Person Signing			 Signature		
			<u>September 17, 2003</u> Date		
			Total number of pages including cover sheet, attachments, and documents: 11		

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

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SCHEDULE A

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
LUXTEC	1,956,027	February 13, 1996
LUXTEC	1,453,098	August 18, 1987
LUXTEC and Design	1,758,176	March 16, 1993
LUXTEC and Design	1,476,726	February 16, 1988
MICROLUX	2,113,874	November 18, 1997
ULTRALITE	2,115,776	November 25, 1997

EXHIBIT A

ARTICLES OF AMENDMENT
to
ARTICLES OF ORGANIZATION
of
LUXTEC CORPORATION

Continuation Sheet

Stockholder Votes to Change the Corporation's Name:

2,918,564 shares of Common Stock, par value \$.01 per share, of 6,646,504 shares outstanding;

15,553 shares of Series B Convertible Preferred Stock, par value \$1.00 per share, of 46,889 shares outstanding;

337,593 shares of Series C Convertible Preferred Stock, par value \$1.00 per share, of 344,864 shares outstanding;

14,008 shares of Series D Exchangeable Preferred Stock, par value \$1.00 per share, of 14,008 shares outstanding;

14,548,855 total votes of the Corporation's capital stock, voting together as a single class, of 19,241,986 total votes for all of the shares of the Corporation's capital stock outstanding.

Stockholder Votes to Increase Authorized Common Stock:

2,904,894 shares of Common Stock, par value \$.01 per share, of 6,646,504 shares outstanding;

15,553 shares of Series B Convertible Preferred Stock, par value \$1.00 per share, of 46,889 shares outstanding;

337,593 shares of Series C Convertible Preferred Stock, par value \$1.00 per share, of 344,864 shares outstanding;

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FEDERAL IDENTIFICATION
NO. 04274730

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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032

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

We, James L. Harney, *President / Vice President*

and Michael K. Bayley, *Clerk / Secretary/Clerk*

of Janet's Corporation
(Exact name of corporation)

located at 99 Hartwell Street, West Roxbury, MA 01901
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

Articles I, III and IV

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on JUNE 22, 2001, by vote of:

 shares of of shares outstanding,
(type, class & series, if any)

 shares of of shares outstanding, and

 shares of of shares outstanding,
(type, class & series, if any)

C
P
M
RA

See Continuation Sheet attached hereto as Exhibit A.

¹being at least a majority of each type, class or series outstanding and entitled to vote thereon / or ²being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

To amend the Articles of Organization of the Corporation as set forth in the Continuation Sheet attached hereto as Exhibit A.

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**Delete the inapplicable words. **Delete the applicable clause.
1 For amendments adopted pursuant to Chapter 156B, Section 70.
2 For amendments adopted pursuant to Chapter 156B, Section 71.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring such addition is clearly indicated.*

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14,008 shares of Series D Exchangeable Preferred Stock, par value \$1.00 per share, of 14,008 shares outstanding; and

14,535,185 total votes of the Corporation's capital stock, voting together as a single class, of 19,241,986 total votes for all of the shares of the Corporation's capital stock outstanding.

Stockholder Votes to Create a New Class of Preferred Stock:

2,147,833 shares of Common Stock, par value \$.01 per share, of 6,646,504 shares outstanding;

15,553 shares of Series B Convertible Preferred Stock, par value \$1.00 per share, of 46,889 shares outstanding;

337,593 shares of Series C Convertible Preferred Stock, par value \$1.00 per share, of 344,864 shares outstanding;

14,008 shares of Series D Exchangeable Preferred Stock, par value \$1.00 per share, of 14,008 shares outstanding; and

13,778,124 total votes of the Corporation's capital stock, voting together as a single class, of 19,241,986 total votes for all of the shares of the Corporation's capital stock outstanding.

Stockholder Votes to Change Provisions of the Series C Convertible Preferred Stock:

2,154,808 shares of Common Stock, par value \$.01 per share, of 6,646,504 shares outstanding;

15,553 shares of Series B Convertible Preferred Stock, par value \$1.00 per share, of 46,889 shares outstanding;

337,593 shares of Series C Convertible Preferred Stock, par value \$1.00 per share, of 344,864 shares outstanding;

14,008 shares of Series D Exchangeable Preferred Stock, par value \$1.00 per share, of 14,008 shares outstanding; and

13,783,099 total votes of the Corporation's capital stock, voting together as a single class, of 19,241,986 total votes for all of the shares of the Corporation's capital stock outstanding.

VOTED: To amend the Articles of Organization of Luxtec Corporation (the "Corporation") to amend and restate Article J thereof in its entirety as follows:

- "1. The name by which the corporation shall be known is:
PRIMESOURCE HEALTHCARE, INC."

VOTED: To amend the Corporation's Articles of Organization to amend and restate Article IV thereof in its entirety as follows:

ARTICLE IV

The total number of shares of all classes of stock which Luxtec Corporation (the "Corporation") shall have authority to issue shall be 60,500,000 shares, consisting of (i) 50,000,000 shares of the Corporation's common stock, \$0.01 value per share ("Common Stock"), (ii) 500,000 shares of the Corporation's preferred stock, par value \$1.00 per share (the "Par Value Preferred Stock"), and (iii) 10,000,000 shares of the Corporation's preferred stock, no par value per share (the "No Par Value Preferred Stock" and together with the Par Value Preferred Stock, the "Preferred Stock").

The following is a statement of the designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof in respect of each such class of stock of the Corporation.

A. COMMON STOCK

In all respects, including but not limited to, dividend, liquidation and voting rights, the Common Stock shall, on a share for share basis, have equal rights. No dividend shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment. Each holder of shares of Common Stock shall be entitled to one vote for all purposes for each share of Common Stock held.

Except for and subject to those rights expressly granted to the holders of any series of Preferred Stock, and except to the extent otherwise provided in the Corpora-

tion's Articles of Organization or Bylaws or by applicable law, the holders of Common Stock shall have exclusively all rights of stockholders of the Corporation under the Massachusetts Business Corporation Law, including, without limitation, (a) the right to receive dividends, when and as declared by the Board of Directors, out of assets lawfully available therefor, and (b) in the event of any distribution of assets upon a liquidation or otherwise, the right to receive ratably and equally all the assets and funds of the Corporation remaining after the payment to the holders of the Preferred Stock of the specific amounts which they are entitled to receive upon liquidation, as provided in the Corporation's Articles of Organization, as amended.

B. PREFERRED STOCK

The Board of Directors (or a committee thereof) is authorized to establish one or more class or series of Preferred Stock and, to the extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts, to fix and determine the preferences, voting powers, qualifications and special or relative rights or privileges of the Preferred Stock including, but not limited to:

- (a) the number of shares to constitute such class or series and the distinguishing designation thereof;
- (b) the dividend rate (cumulative or noncumulative) on the shares of such class or series and the preferences, if any, and the special and relative rights of such shares of such class or series as to dividends;
- (c) whether or not the shares of such class or series shall be redeemable, and, if redeemable, the price, terms and manner of redemption;
- (d) the preferences, if any, and the special and relative rights of the shares of such class or series upon liquidation of the Corporation;
- (e) whether or not the shares of such class or series shall be subject to the operation of a sinking or purchase fund and, if so, the terms and provisions of such fund;
- (f) whether or not the shares of such class or series shall be convertible into shares of any other class or any other series of the same or any other class of stock of the Corporation and, if so, the conversion price or ratio and other conversion rights;

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(g) the conditions under which the shares of such class or series shall have separate voting rights or no voting rights; and

(h) such other designations, preferences and relative, participating optional or other special rights and qualifications, limitations or restrictions of such class or series to the full extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts.

In the event that at any time the Board of Directors (or a committee thereof) shall have established and designated one or more class or series of Preferred Stock consisting of a number of shares less than all of the authorized number of shares of Preferred Stock, the remaining authorized shares of Preferred Stock shall be deemed to be shares of an undesignated series of Preferred Stock until designated by the Board of Directors (or a committee thereof) as being a part of a class or series previously established or a new class or series then being established by the Board of Directors. Notwithstanding the fixing of the number of shares constituting a particular class or series, the Board of Directors (or a committee thereof) may at any time authorize the issuance of additional shares of the same class or series.

VOTED: To amend the Certificate of Vote Establishing a Class or Series of Stock for the Corporation's Series C Convertible Preferred Stock, par value \$0.01 per share, to (i) delete "30%" in Section 5(a)(ii) thereof and insert in its stead the words "a majority" and (ii) to insert the words "(and any committee or subcommittee thereof)" after the word "Company" in Sections 9(b) and 9(c) thereof.

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The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify in accordance with the year adjoining the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 27th day of June, 2003.

[Signature] _____ President / ~~XXXXXXXXXX~~

[Signature] _____ Clerk / ~~XXXXXXXXXX~~

Delete the applicable words