

FORM PTO-1694 (Modified)

(Rev. 10/02)

OMB No. 0851-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Docket No.:

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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Kendall Company

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other _____

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 12/31/1996

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

Name: Tyco International Ltd.Internal Address: The Gibbons BuildingStreet Address: 10 Queen Street, Suite 301, HamiltonCity: Bermuda State: _____ ZIP: HM11

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Massachusetts
☐ Other _____

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☒ No

(Designations must be a separate document from

Additional name(s) & address(es) ☐ Yes ☒ No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

176550

Additional numbers

☐ Yes ☒ No

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

Name: Anne E. FitzpatrickInternal Address: Tyco Healthcare Group LPStreet Address: 15 Hampshire StreetCity: Mansfield State: MA ZIP: 02048

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:

190254

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.*Anne E. Fitzpatrick

Name of Person Signing

Anne E. Fitzpatrick

Signature

10/29/03

Date

Total number of pages including cover sheet, attachments, and

5

Mail documents to be recorded with required cover sheet information to:

Mail Stop Recordation Services

Director of the United States Patent and Trademark Office

P.O. Box 1450, Alexandria, VA 22313-1450

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CH \$40.00 190254 0176550

FEDERAL IDENTIFICATION

NO. 04229776

Fee: \$250.00

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)We, John J. Guarnieri, *President / *Vice President,and M. Brian Moroze, *Clerk / *Assistant Clerk,of Tyco International Ltd.
(Exact name of corporation)organized under the laws of Massachusetts and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
<u>The Kendall Company</u>	<u>Delaware</u>	<u>May 11, 1972</u>

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

(MASS. - 1644 - 6/20/95)

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by consent in lieu of meeting

4. That ~~at a meeting~~ of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

RESOLVED, that the Corporation be, and it hereby is, authorized, empowered and directed to adopt a plan of merger pursuant to which (i) Kendall shall be merged with and into the Corporation with the Corporation surviving (the "Merger"), effective upon the time of filing the Certificate of Merger with the Secretary of State of Delaware and the filing of the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts, (ii) upon the effective time of the Merger, the stock certificates representing all of the issued and outstanding shares of capital stock of Kendall shall be canceled, and (iii) upon the effective time of the Merger, the Corporation shall assume all of the liabilities and obligations of Kendall, all as provided in Section 82 of the Business Corporation Law of Massachusetts; and

RESOLVED, that the respective officers of the Corporation be, and each of them, acting singly, hereby is authorized, empowered and directed in the name and on behalf of the Corporation, to make and execute a Certificate of Merger and Articles of Merger setting forth a copy of the resolutions authorizing the Merger, and to cause such Certificate and Articles to be filed with the Secretaries of State of the State of Delaware and the Commonwealth of Massachusetts, respectively, and to do all acts and things whatsoever, whether within or without the State of Delaware and the Commonwealth of Massachusetts, which may be in any way necessary or proper to effect the Merger.

Note: Votes for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty* days after the date of filing:

Section 5 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

~~6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 31st day of December, 1996


John J. Guarnieri

, *President / *Vice President,


M. Brian Moroz

, *Clerk / *Assistant Clerk.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

(MASS. - 1644)

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

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I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 2.00 having been paid, said articles are deemed to have been filed with me this 31st day of DECEMBER 1996.

Effective date:

12/31/96

William Francis Galvin
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Att. Nicole
C T CORPORATION SYSTEM2 Oliver StreetBoston, Massachusetts 02109Telephone: (617) 482-4420

A TRUE COPY ATTEST

*William Francis Galvin*WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTHDATE 1/5/97 CLERK *CM*

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