

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Kendall Company		12/31/1996	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Tyco International Ltd.
Street Address:	One Tyco Park
City:	Exeter
State/Country:	NEW HAMPSHIRE
Postal Code:	03833
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2118368	FLEX-C-PAP

CORRESPONDENCE DATA	
Fax Number:	(508)261-6225
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	508-261-8451
Email:	marilyn.baade@tycohealthcare.com
Correspondent Name:	Douglas E. Denninger
Address Line 1:	15 Hampshire Street
Address Line 4:	Mansfield, MASSACHUSETTS 02048

ATTORNEY DOCKET NUMBER:	FLEX-C-PAP
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NAME OF SUBMITTER:	Douglas E. Denninger
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Total Attachments: 8 source=Tyco Intl Mass3#page1.tif source=Tyco Intl Mass2#page1.tif source=Tyco Intl Mass1#page1.tif source=Tyco Intl Mass#page1.tif source=Kendall Co Delaware#page1.tif

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

RECEIVED 11/12/96

REGISTRATION DIVISION

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 200 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 SYSTEM

2 Oliver Street

Boston, Massachusetts 02109

Telephone: (617) 482-4420

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE: 1/5/97 CLERK *CM*

TRADEMARK

REEL: 002815 FRAME: 0640

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 (c), 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, 1986


John J. Guarnieri

, *President / *Vice President,


M. Brian Moroze

, *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)

TRADEMARK
REEL: 002815 FRAME: 0641

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.

TRADEMARK

REEL: 002815 FRAME: 0642

BS
Examiner

pk
jm

FEDERAL IDENTIFICATION
NO. 042297459
Fcc: \$250.00

11042500776

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
^m The Kendall Company	Delaware	May 11, 1972

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.

P.C.

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

Office of the Secretary of State

I, EDWARD J. FREEL, 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: "THE KENDALL COMPANY", A DELAWARE CORPORATION, WITH AND INTO "TYCO INTERNATIONAL LTD." UNDER THE NAME OF "TYCO INTERNATIONAL LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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971010432

AUTHENTICATION:

8280945

DATE:

01-10-97

TRADEMARK

REEL: 002815 FRAME: 0644

STATE OF DELAWARE
SECRETARY OF STATE 11:42
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/1996
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CT CORP

617 482 9887 P.06/08

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THE KENDALL COMPANY (DE)

(Subsidiary)

INTO

TYCO INTERNATIONAL LTD. (MA)

(Parent)

TYCO INTERNATIONAL LTD. (this "Corporation"), a corporation organized and existing under the laws of the Commonwealth of Massachusetts,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 1st day of March, 1962, pursuant to Chapter 156B of the Massachusetts Business Corporation Law, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this Corporation owns all of the outstanding shares of the stock of THE KENDALL COMPANY, a corporation incorporated on the 11th day of May, 1972, pursuant to Section 101 of the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board, on the 31st day of December, 1996, determined to and did merge into itself said The Kendall Company ("Kendall"):

NOW, THEREFORE, IT IS:

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 the 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 253 of the General Corporation Law of Delaware and Section 82 of the Business Corporation Law of Massachusetts;

RESOLVED, that the respective officers of Kendall and the Corporation be, and each of them, acting singly, hereby is authorized, empowered and directed in the name and on behalf of Kendall and the Corporation, respectively, 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 or the Commonwealth of Massachusetts, which may be in any way necessary or proper to effect the Merger; and

RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware and the Commonwealth of Massachusetts.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of The Kendall Company, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is One Tyco Park.

Exeter, New Hampshire 03833, Attn. General Counsel, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering and leaving with the Secretary of State duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to this Corporation at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated by the Board of Directors of this Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, this Corporation has caused this Certificate to be signed by John J. Guarneri, its Vice President-Corporate Controller, this 31st day of December, 1996.

TYCO INTERNATIONAL LTD.

By: John J. Guarneri
John J. Guarneri
Vice President-Corporate Controller