

**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
I-Flow Corporation		07/30/2001	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	I-Flow Corporation
Street Address:	20202 Windrow Drive
City:	Lake Forest
State/Country:	CALIFORNIA
Postal Code:	92630
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Registration Number:	1678078	VERIFUSE
Registration Number:	2082257	RELY-A-FLOW
Registration Number:	1893038	HOMEPUMP ECLIPSE
Registration Number:	2005068	VOICELINK
Registration Number:	1694206	HOMEPUMP

CORRESPONDENCE DATA	
Fax Number:	(949)760-9502
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(949) 760-0404
Email:	efiling@kmob.com
Correspondent Name:	Steven J. Nataupsky
Address Line 1:	2040 Main Street, 14th Floor
Address Line 4:	Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	BLOCKM.003T/004T/007-010T
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NAME OF SUBMITTER:	Steven J. Nataupsky
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CH \$140.00 1678078

Total Attachments: 4

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State of Delaware  
Office of the Secretary of State

PAGE 1

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:

"I-FLOW CORPORATION", A CALIFORNIA CORPORATION,  
WITH AND INTO "I-FLOW CORPORATION" UNDER THE NAME OF "I-FLOW CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 2001, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1269346

DATE: 07-30-01

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F-413 1-344 P.003/006

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Mar-19-02 11:33am From-I-Flow Corporation

TRADEMARK  
REEL: 002851 FRAME: 0024

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
I-FLOW CORPORATION  
WITH AND INTO  
I-FLOW CORPORATION**

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

I-Flow Corporation, a California corporation ("I-Flow Corporation"), desiring to merge itself with and into I-Flow Corporation, a Delaware corporation ("I-Flow Delaware"), pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

- FIRST:** I-Flow Delaware is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").
- SECOND:** I-Flow California owns at least ninety percent (90%) of the outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of I-Flow Delaware, and I-Flow Delaware has no class of stock outstanding other than the Shares.
- THIRD:** I-Flow California, pursuant to resolutions of its Board of Directors duly adopted in an action by unanimous written consent of its members, dated May 21, 2001, acting without a meeting in accordance with Section 307 of the California Corporations Code, has determined to merge I-Flow California with and into I-Flow Delaware pursuant to Section 253 of the DGCL, with I-Flow Delaware as the surviving corporation (the "Merger"). A true and correct copy of said resolutions is attached hereto as Exhibit A and is incorporated herein by reference. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
- FOURTH:** The Merger was approved by the sole stockholder of I-Flow Delaware at a special meeting, duly called and conducted in accordance with the DGCL, on June 8, 2001.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 07/30/2001  
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IN WITNESS WHEREOF, I-Flow California has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 30 day of July, 2001.

I-FLOW CORPORATION,  
a California corporation

By: /s/ James Talevich  
James Talevich  
Treasurer and Chief Financial Officer

**EXHIBIT A**

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF I-FLOW CORPORATION IN RESPECT OF THE MERGER**

**Approval of Merger with I-Flow Delaware**

**RESOLVED**, that in the judgment and opinion of the Board it is advisable and in the best interests of the Corporation and its stockholders that the Corporation merge with I-Flow Delaware (the "Merger") on the terms and conditions set forth in the Agreement and Plan of Merger attached hereto as Exhibit B (the "Merger Agreement").

**RESOLVED FURTHER**, that such Merger Agreement be, and the same hereby is, adopted and approved as a plan of reorganization within the provisions of Sections 368(a) of the Internal Revenue Code, as amended, subject to such changes and additions to the Merger Agreement as the officers executing the same in the name and on behalf of the Corporation may approve, the approval of such changes and additions to be conclusively evidenced by the execution by such officers of the Merger Agreement; and that the Chief Executive Officer or the President or any Vice President of the Corporation be, and each of them hereby is, authorized to execute and deliver the Merger Agreement in the name and on behalf of the Corporation; and that the Secretary or an Assistant Secretary of the Corporation be, and each of them hereby is, authorized to affix the corporate seal of the Corporation thereto and to attest the same.

**RESOLVED FURTHER**, upon the effective date of the Merger, each share of the Corporation common stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Corporation or I-Flow Delaware, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$0.001 par value, of I-Flow Delaware.

**RESOLVED FURTHER**, that the officers of the Corporation be, and each hereby is, authorized and directed to take such other action and to execute such other documents, approvals, consents, or other applications as may be necessary or appropriate to carry into effect the Merger.

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Mar-19-02 11:34am From I-Flow Corporation