

01-29-2004
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1.23.04

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To the Honorable Commissioner

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Rehabicare, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State MN
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies):
Name: Compex Technologies, Inc.
Internal Address:
Street Address: 1811 Old Highway 8
City: New Brighton State: MN ZIP: 55112

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State MN
 Other _____

If assignee is not domiciled in the United States
a domestic representative designation is attached:
 Yes No
(Designation must be a separate document from
Assignment)

Execution Date: December 16, 2002 Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,554,555; 1,405,678
~~1,540,336; 2,184,057~~
2,008,623; 2,008,624

Additional numbers attached? Yes No

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

Name: Matthew T. Macari
Internal Address: 4800 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402-2100
Street Address: 4800 IDS Center
80 South Eighth Street
City: Minneapolis State: MN 55402-2100

6. Total number of applications and registrations
involved: 6

7. Total fee (37 CFR 3.41): \$165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 16-0631
(Attached duplicate copy of this page if
paying by deposit account)

01/28/2004 DBYRNE 00000255 1554555

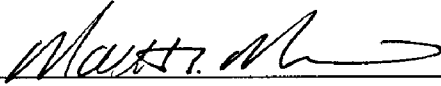
01 FC:8521 40.00 OP
02 FC:8522 125.00 OP

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.

Matthew T. Macari
Name of Person Signing


Signature

1/20/04
Date

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

**Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

2D-115

State of Minnesota

2D-115

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, 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 any non-surviving entity 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: COMPEX TECHNOLOGIES, INC.
MN: REHABILICARE INC.*

State of Formation and Name of Surviving Entity:

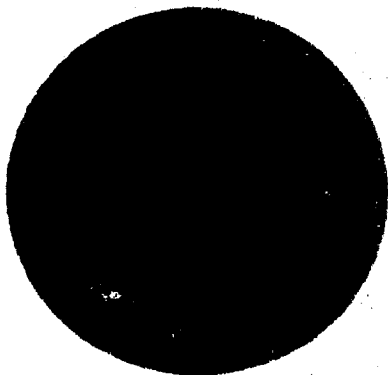
MN: REHABILICARE INC.

Effective Date of Merger: December 16, 2002

Name of Surviving Entity After Effective Date of Merger:

COMPEX TECHNOLOGIES, INC.

This certificate has been issued on: December 12, 2002



Mary Kiffmeyer
Secretary of State.

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**ARTICLES OF MERGER
OF
COMPEX TECHNOLOGIES, INC.
WITH AND INTO
REHABILICARE INC.**

Pursuant to Section 302A.621 of the Minnesota Business Corporation Act, the Minnesota parent business corporation hereinafter named does hereby certify that:

FIRST: The name of the subsidiary corporation, which is a business corporation of the State of Minnesota, is **Compex Technologies, Inc.** ("Subsidiary").

SECOND: The name of the parent corporation, which is a business corporation of the State of Minnesota, and which is to be the surviving corporation, is **Rehabicare Inc.** ("Parent").

THIRD: The number of outstanding shares of Subsidiary is 100, all of which are of one class, and all of which are owned by Parent.

FOURTH: The following is the Plan of Merger for merging Subsidiary with and into Parent as approved by the Board of Directors of Parent in the manner prescribed by Section 302A.621 of the Minnesota Business Corporation Act on December 12, 2002.

1. Parent, which is a business corporation of the State of Minnesota and is the owner of all of the outstanding shares of Subsidiary, which is also a business corporation of the State of Minnesota, hereby merges Subsidiary with and into Parent pursuant to the provisions of the Minnesota Business Corporation Act.

2. The separate existence of Subsidiary will cease upon the effective date of the merger pursuant to the provisions of the Minnesota Business Corporation Act; and Parent will continue its existence as the surviving corporation pursuant to the provisions of the Minnesota Business Corporation Act; provided, however, that upon the effectiveness of the merger, Article I of the articles of incorporation of Parent will be amended to read in its entirety as follows:

The name of this corporation is **Compex Technologies, Inc.**

3. The issued shares of Subsidiary will not be converted in any manner, but each such share which is issued as of the effective date of the merger will be surrendered and extinguished.

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4. The issued shares of Parent will not be converted in any manner, but each such share which is issued as of the effective date of the merger will continue to represent one issued share of Parent.


5. The Board of Directors and the proper officers of Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which may be or become necessary, proper or convenient to carry out or implement any of the provisions of this Plan of Merger or of the merger herein provided for.

FIFTH: Parent will continue its existence as the surviving corporation pursuant to the provisions of the Minnesota Business Corporation Act; provided, however, that upon the effectiveness of the Merger, Article I of the articles of incorporation of Parent will be amended to read in its entirety as set forth in the Plan of Merger included in Article FOURTH above.

SIXTH: The Merger will be effective as of December 16, 2002.

Dated as of this 12th day of December, 2002.

REHABILICARE INC.

By 
Name: Dan W. Gladney
Title: Chief Executive Officer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 12 2002


Secretary of State

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