

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Snowden Pencer, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 28, 2004

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Allegiance Corporation

Internal

Address: Karl Bays 1A

Street Address: 1430 Waukegan Road

City: McGaw Park

State: Illinois

Country: United States Zip: 60085

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Delaware

Other _____ Citizenship _____

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

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

See attached Exhibit A

B. Trademark Registration No.(s)

See attached Exhibit A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attached Exhibit A

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

Name: Felicia Holland

Internal Address: Karl Bays 1A

Street Address: 1430 Waukegan Road

City: McGaw Park

State: Illinois Zip: 60085

Phone Number: 847-578-6645

Fax Number: 847-578-6688

Email Address: felicia.holland@cardinal.com

6. Total number of applications and registrations involved:

24

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 96000000

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 500256

Authorized User Name Melissa Piktel

9. Signature: Melissa Piktel

Signature

March 9, 2005

Date

Melissa Piktel

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 13

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 003060 FRAME: 0411

700160510

CH \$615.00 500256 78376739

EXHIBIT A

<u>TRADEMARK</u>	<u>REGISTRATION/APPL. NO.</u>
DIAMOND JAW	0,784,088
DIAMOND LOCK	2,483,064
DIAMOND WEAR	2,335,382
DIAMOND DRIVE	78/376739
DIAMOND EDGES	0,944,146
DIAMOND FLEX	1,978,401
DIAMOND GRIP	1,711,458
DIAMOND LINE	1,574,640
DIAMOND LITE	1,709,873
DIAMOND POINTS	1,467,161
DIAMOND PORT	2,314,141
DIAMOND SEAL	2,622,291
DIAMOND TOUCH	1,739,625
DIAMOND VIEW	1,727,344
ENDO RIGHT ANGLE	1,753,770
ENDO I/A PROBE	1,745,659
EXONIX	2,332,052
FASCIA LOCK	1,790,972
MICRO DIAMOND POINT	1,942,890
MISCELLANEOUS DESIGN	1,437,182
NUTRA SONIC	1,990,187
SNOWDEN PENCER	1,471,925
SWITCH BLADE	2,516,604
TITANIUM AND DESIGN	1,751,149

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 041820550
CONTROL NUMBER : 0141546
EFFECTIVE DATE : 06/30/2004
REFERENCE : 0091
PRINT DATE : 06/30/2004
FORM NUMBER : 411

OSC NETWORKS, INC.
DAVID HOLCOMB #310
800 OLD ROSWELL LAKES PKWY.
ROSWELL GA 30076

CERTIFICATE OF MERGER

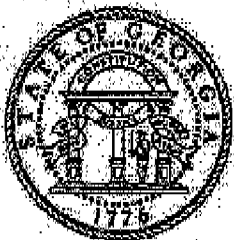
I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

ALLEGANCE CORPORATION, A DELAWARE CORPORATION

Nonsurviving Entity/Entities:

SNOWDEN FENCER, INC., A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

TRADEMARK
REEL: 003060 FRAME: 0413

ARTICLES OF MERGER
OF
SNOWDEN PENCER, INC.
(a Georgia corporation)
INTO
ALLEGIANCE CORPORATION
(a Delaware corporation)

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Georgia, is Snowden Pencer, Inc. (hereinafter sometimes referred to as the "Company").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Allegiance Corporation.
3. The number of outstanding shares of the Company is 100 shares of Common Stock, all of which are of one class, and all of which are owned by Allegiance Corporation.
4. The following is a copy of the resolutions adopted on June 28, 2004, by the Sole Director of Snowden Pencer, Inc. to merge the Company into Allegiance Corporation:

RESOLVED, that the proposed Plan and Agreement of Merger substantially in the form attached hereto as Exhibit "A" (the "Agreement") between the Company and Snowden Pencer, Inc., a Georgia corporation, is hereby adopted and approved, with such additional or modified terms and conditions as may be approved by Michael R. Nelson, acting in his capacity as Vice President - Taxes of the Company (the "Authorized Officer"), in such Authorized Officer's discretion, or by any other officer of the Company designated by the Authorized Officer, in any such officer's discretion.

RESOLVED, further, that the Authorized Officer and any other officers of the Company designated by the Authorized Officer are hereby separately authorized on behalf of the Company to take any and all actions in connection with the Agreement or the consummation of the transactions contemplated by the Agreement, including, without limitation, execution, acknowledgement or verification, and delivery of the Agreement, certificates and articles of ownership and/or merger, and any other agreements, certificates, or other documents.

containing any terms, covenants, and conditions that any such officer deems necessary or appropriate, in such officer's discretion.

RESOLVED, finally, that all actions theretofore taken by the officers of the Company in connection with the Agreement are hereby ratified and confirmed.

5. Allegiance Corporation in its capacity as the holder of all of the outstanding shares of the Company waived the mailing of a copy of the Plan of Merger to the Company otherwise provided for under the provisions of Section 14-2-1104 of the Georgia Business Corporation Code.

6. The laws of the jurisdiction of organization of Delaware permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of the Company; and the merger of the Company into Allegiance Corporation is in compliance with the laws of the jurisdiction of organization of Delaware.

7. Shareholder approval was not required.

8. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefore will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

9. The merger herein provided for shall take effect in the State of Georgia on June 30, 2004.

Dated: June 28, 2004

ALLEGIANCE CORPORATION

Michael R. Nelson

Michael R. Nelson, Vice President - Taxes

CORPORATIONS DIVISION

2004 JUN 30 PM 1:01

SECRETARY OF STATE

**EXHIBIT A
PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger (this "Agreement") is made as of June 28, 2004, between Allegiance Corporation, a Delaware corporation (the "Surviving Corporation"), and Snowden Pencer, Inc., a Georgia corporation (the "Disappearing Corporation"). The Surviving Corporation and Disappearing Corporation are sometimes hereinafter jointly referred to as the "Constituent Corporations".

Background Information

A. The Disappearing Corporation is a wholly-owned (100%) subsidiary of the Surviving Corporation.

B. The board of directors of the Constituent Corporations have reviewed the terms and conditions of the merger contemplated in this Agreement and have determined that it is in the best interest of their respective corporations to cause the Disappearing Corporation to merge with and into the Surviving Corporation pursuant to the laws of the State of Georgia and Delaware.

Statement of Agreement

The parties to this Agreement hereby acknowledge the accuracy of the above Background Information and agree as follows:

§ 1. The Surviving Corporation is incorporated and exists under the laws of the State of Delaware. The Disappearing Corporation is incorporated and exists under the laws of the State of Georgia.

§ 2. At the time when the merger contemplated by this Agreement (the "Merger") becomes effective, as provided in § 7 below (the "Effective Date"), the Disappearing Corporation shall merge with and into the Surviving Corporation, and the Surviving Corporation shall be the only continuing and surviving corporation and shall continue to exist under Delaware law. The name of the Surviving Corporation shall be "Allegiance Corporation".

§ 3. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation after the Effective Date, until amended in accordance with Delaware law.

§ 4. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation after the Effective Date, until amended in accordance with Delaware law.

§ 5. The directors and officers of the Surviving Corporation immediately prior to the Effective Date shall continue to hold such positions after the Effective Date, pursuant to the Bylaws of the Surviving Corporation.

§ 6. All of the issued and outstanding shares of stock of the Disappearing Corporation are owned by the Surviving Corporation. Each share of the capital stock of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Date shall be

TRADEMARK

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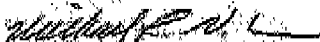
(c) The Surviving Corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Georgia which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Georgia Business Corporation Code" with respect to the rights of dissenting shareholders.

§ 11. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

§ 12. This Agreement shall inure to the benefit of and be binding upon the respective successors and assigns (including successive, as well as immediate, successors and assigns) of the parties hereto.

ALLEGIANCE CORPORATION

SNOWDEN PENCER, INC.


Michael R. Nelson, Vice President - Taxes


Michael R. Nelson, Vice President - Taxes

Delaware

PAGE 1

The First State

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:

"SNOWDEN FENCER, INC.", A GEORGIA CORPORATION,
WITH AND INTO "ALLEGIANCE CORPORATION" UNDER THE NAME OF
"ALLEGIANCE CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2004, AT 1:44
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF
JUNE, A.D. 2004.

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



2627291 8100M

040479195

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3203356

DATE: 06-29-04

TRADEMARK
REEL: 003060 FRAME: 0418

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:49 PM 06/29/2004
FILED 01:44 PM 06/29/2004
REV 040479195 - 2627291 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SNOWDEN PENCER, INC.
(a Georgia corporation)

INTO

ALLEGIANCE CORPORATION
(a Delaware corporation)

It is hereby certified that:

1. Allegiance Corporation (hereinafter sometimes referred to as the "Company") is a business corporation of the State of Delaware.
2. The Company is the owner of all the outstanding shares of stock of Snowden Pencer, Inc., which is a business corporation of the State of Georgia.
3. The laws of the jurisdiction of organization of Snowden Pencer, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Company hereby merges Snowden Pencer, Inc. into the Company.
5. The merger shall become effective as of June 30, 2004.
6. The following is a copy of the resolutions adopted on June 28, 2004, by the Sole Director of the Company to merge Snowden Pencer, Inc. into the Company:

RESOLVED, that the proposed Plan and Agreement of Merger substantially in the form attached hereto as Exhibit "A" (the "Agreement") between the Company and Snowden Pencer, Inc., a Georgia corporation, is hereby adopted and approved, with such additional or modified terms and conditions as may be approved by Michael R. Nelson, acting in his capacity as Vice President - Taxes of the Company (the "Authorized Officer"), in such Authorized Officer's discretion, or by any other officer of the Company designated by the Authorized Officer, in any such officer's discretion.

RESOLVED, further, that the Authorized Officer and any other officers of the Company designated by the Authorized Officer are hereby separately authorized on behalf of the Company to take any and all actions in connection with the Agreement or the consummation of the transactions contemplated by the Agreement, including, without limitation, execution, acknowledgement or verification, and delivery of the Agreement.

TRADEMARK**REEL: 003060 FRAME: 0419**

certificates and articles of ownership and/or merger, and any other agreements, certificates, or other documents containing any terms, covenants, and conditions that any such officer deems necessary or appropriate in such officer's discretion.

RESOLVED, finally, that all actions theretofore taken by the officers of the Company in connection with the Agreement are hereby ratified and confirmed.

June 28, 2004

ALLEGIANCE CORPORATION



Michael R. Nelson, Vice President - Taxes

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Agreement") is made as of June 28, 2004, between Allegiance Corporation, a Delaware corporation (the "Surviving Corporation"), and Snowden Pencer, Inc., a Georgia corporation (the "Disappearing Corporation"). The Surviving Corporation and Disappearing Corporation are sometimes hereinafter jointly referred to as the "Constituent Corporations".

Background Information

- A. The Disappearing Corporation is a wholly-owned (100%) subsidiary of the Surviving Corporation.
- B. The board of directors of the Constituent Corporations have reviewed the terms and conditions of the merger contemplated in this Agreement and have determined that it is in the best interest of their respective corporations to cause the Disappearing Corporation to merge with and into the Surviving Corporation pursuant to the laws of the State of Georgia and Delaware.

Statement of Agreement

The parties to this Agreement hereby acknowledge the accuracy of the above Background Information and agree as follows:

§ 1. The Surviving Corporation is incorporated and exists under the laws of the State of Delaware. The Disappearing Corporation is incorporated and exists under the laws of the State of Georgia.

§ 2. At the time when the merger contemplated by this Agreement (the "Merger") becomes effective, as provided in § 7 below (the "Effective Date"), the Disappearing Corporation shall merge with and into the Surviving Corporation, and the Surviving Corporation shall be the only continuing and surviving corporation and shall continue to exist under Delaware law. The name of the Surviving Corporation shall be "Allegiance Corporation".

§ 3. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation after the Effective Date, until amended in accordance with Delaware law.

§ 4. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation after the Effective Date, until amended in accordance with Delaware law.

§ 5. The directors and officers of the Surviving Corporation immediately prior to the Effective Date shall continue to hold such positions after the Effective Date, pursuant to the Bylaws of the Surviving Corporation.

§ 6. All of the issued and outstanding shares of stock of the Disappearing Corporation are owned by the Surviving Corporation. Each share of the capital stock of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Date shall be unchanged and shall remain issued and outstanding after the Effective Date. As of the Effective

Date, all shares of the capital stock of the Disappearing Corporation shall be deemed extinguished, and all rights with respect to such shares shall cease to exist. Promptly following the Effective Date, the Surviving Corporation shall surrender for cancellation the certificates for such shares of the Disappearing Corporation.

§ 7. The Merger shall become effective as of June 30, 2004 (the "Effective Date").

§ 8. At the Effective Date, and as a result of the Merger, the Disappearing Corporation shall cease to exist as a separate entity, except as provided by law, and shall merge into the Surviving Corporation, and the Surviving Corporation shall be the only continuing and surviving corporation; the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of each of the Constituent Corporations; obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the titles to any real estate vested by deed or otherwise in any of the Constituent Corporations shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and a proceeding pending against any Constituent Corporation may be continued as if the Merger did not occur, or the Surviving Corporation may be substitute in the proceeding for the Disappearing Corporation; and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

§ 9. Each of the parties shall file all certificates, instruments, and documents and take such other action as are deemed necessary or appropriate to effectuate the Merger and all other transactions contemplated by this Agreement, including, but not limited to, filing all necessary certificates, payment of filing fees, franchise taxes and conveyance fees, obtaining all regulatory approvals, and filing all foreign corporation qualifications necessary or appropriate to conduct the business of the Surviving Corporation following the Merger.

§ 10. The Surviving Corporation hereby agrees that, upon and after issuance of a certificate of merger by the Secretary of State of the State of Georgia:

- (a) The Surviving Corporation may be served with process in the State of Georgia in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Georgia which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Georgia against the Surviving Corporation.
- (b) The Secretary of State of the State of Georgia shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is:

7000 Cardinal Place
Dublin, OH 43017
ATTN: Stephen T. Falk, Esq.

(c) The Surviving Corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Georgia which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Georgia Business Corporation Code" with respect to the rights of dissenting shareholders.

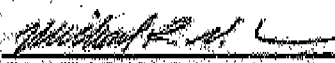
§ 11. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

§ 12. This Agreement shall inure to the benefit of and be binding upon the respective successors and assigns (including successive, as well as immediate, successors and assigns) of the parties hereto.

ALLEGIANCE CORPORATION

SNOWDEN PENCER, INC.


Michael R. Nelson, Vice President - Taxes


Michael R. Nelson, Vice President - Taxes