

FORM PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
M&G 14870.0-00-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
DHD Healthcare Corporation

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of New York
 Other: _____

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

2. Name and address of receiving party(ies):
Smiths Medical ASD, Inc.
10 Bowman Drive
Keane, New Hampshire 03431

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other: _____

Additional name(s) & address(es) attached? Yes No

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

Execution Date: December 31, 2004

4. Application number(s) or trademark number(s):
 A. Trademark Application No.(s)/ Mark(s)
See attached Schedule

B. Trademark Reg. No.(s)/Mark(s)
See attached Schedule

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Sandra Epp Ryan**
 Address: **MERCHANT & GOULD P.C.**
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: **26**

7. Total fee (37 CFR 3.41): **\$665.00**
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: **13-2725**

DO NOT USE THIS SPACE

9. Signature:

Sandra Epp Ryan
 Name of Person Signing


 Signature

April 8, 2005
 Date

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Director of the United States Patent and Trademark Office
 Washington, D.C. 20231

CH \$665.00 132725 78386692

SCHEDULE

<u>MARK</u>	<u>SERIAL NO./REG. NO.</u>
FLO-MIST	78-386,692
THERA-MIST	2,925,326
DHD CLINIFLO	2,605,870
CIRCUVENT	2,589,789
DHD HEALTHCARE	2,429,504
RFB SYSTEM-1	2,415,305
ACAPELLA	2,414,721
EZPAP	2,598,456
MISCELLANEOUS Design	2,241,238
COACH 2	2,238,195
COACH 2 FOR KIDS	2,269,598
DHD	2,169,659
THERAPEP	1,993,875
VENTLOK	1,756,637
ACE	1,747,750
DURA LIFE	1,851,913
NIF-TEE	1,701,621
ULTRASET	1,727,334
DHD	1,712,571
THE DHD COACH JR.	1,477,533
THE DHD COACH	1,477,532
PALM CUPS	1,410,344
RESCAL	1,217,440
MISCELLANEOUS Design	1,135,055
RESPIREX	1,084,605
VACON	1,039,178

APR 07 '05 09:14AM SIMS DELTEC
FROM CORPORATION TRUST 302-655-2480

(MON) 1. 3'05 10:59/ST.10:58/NO. 4862069248 P. 2/12 P 2

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:

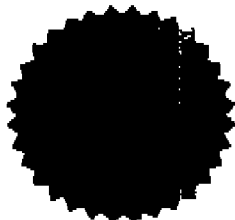
"DHD HEALTHCARE CORPORATION", A NEW YORK CORPORATION, WITH AND INTO "SMITHS MEDICAL ASD, INC." UNDER THE NAME OF "SMITHS MEDICAL ASD, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTE DAY OF DECEMBER, A.D. 2004, AT 2:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

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

2059958 9100M

040949584



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State of Delaware

DATE: 01-03-05

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FROM CORPORATION TRUST 302-655-2480

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P.3/12

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:23 PM 12/29/2004
FILED 02:15 PM 12/29/2004
SRV 040949584 + 2059998 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DHD HEALTHCARE CORPORATION
(a New York corporation)

WITH AND INTO

SMITHS MEDICAL ASD, INC.
(a Delaware corporation)

Pursuant to Sections 103 and 253 of
the General Corporation Law of the State of Delaware

Smiths Medical ASD, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Parent Corporation"),

DOES HEREBY CERTIFY:

FIRST: That DHD Healthcare Corporation, a New York corporation (the "Company") was incorporated on December 31, 1998 pursuant to the Business Corporation Law of the State of New York (the "NYBCL").

SECOND: That the Parent Corporation was incorporated under the name Smiths Industries Medical Systems, Inc. on April 22, 1985 pursuant to the General Corporation Law of the State of Delaware (the "DGCL") and owns all of the outstanding stock of the Company.

THIRD: That the Parent Corporation, by resolutions of its Board of Directors duly adopted on December 17, 2004, as set forth on Exhibit A hereto, determined to merge the Company into itself (the "Merger").

FOURTH: That this Certificate of Ownership and Merger shall become effective at 11:59 p.m. on December 31, 2004.

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IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Ownership and Merger to be duly executed in its corporate name on the 24 day of December, 2004, in accordance with Sections 103 and 253 of the DGCL.

SMITHS MEDICAL ASD, INC.

By: 
Thomas Westra
Vice President-Finance & Administration

1-PH/212842.1

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FROM CORPORATION TRUST 302-655-2480

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EXHIBIT A

MERGER WITH DHD HEALTHCARE CORPORATION

WHEREAS, Smiths Medical ASD, Inc., a Delaware corporation (the "Company") wishes to effect a merger with DHD Healthcare Corporation, a New York corporation (the "Subsidiary Corporation"), in which the Company will continue as the surviving corporation under the name Smiths Medical ASD, Inc.;

WHEREAS, the Subsidiary Corporation is a wholly-owned subsidiary of the Company;

WHEREAS, the Company and the Subsidiary Corporation have prepared a Plan of Merger (the "Merger Agreement") in substantially the form attached hereto as Exhibit A for the purpose of effectuating the merger; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to approve the Merger Agreement and thereby effect a merger with the Subsidiary Corporation in which the Company will continue as the surviving corporation.

NOW, THEREFORE, IT IS:

RESOLVED, that the Board of Directors of the Company hereby declares advisable and approves the merger of the Subsidiary Corporation with and into the Company, with the Company continuing as the surviving corporation under the name Smiths Medical ASD, Inc.; and it is further

RESOLVED, that the Board of Directors of the Company hereby directs that the Merger Agreement be submitted to the sole stockholder of the Company for the purpose of acting on the Merger Agreement; and it is further

RESOLVED, that upon adoption of the Merger Agreement and approval of the Merger by the sole stockholder of the Company, the Subsidiary Corporation shall be merged with and into the Company with the Company continuing as the surviving corporation (the "Merger") pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 907 of the Business Corporation Law of the State of New York (the "NYBCL"); and that the Merger shall become effective and the corporate existence of the Subsidiary Corporation shall cease upon the time and date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL and the Certificate of Merger to be filed with the Department of State of the State of New York pursuant to the applicable provisions of the NYBCL with respect to the Merger; and it is further

RESOLVED, that the Company shall be the surviving corporation in the Merger (the "Surviving Corporation"), which shall continue its corporate existence under the DGCL and shall possess all rights and assets of each of the Company and the Subsidiary Corporation (the "Constituent Corporations") in the Merger and be subject to all the liabilities and obligations of

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each of the Constituent Corporations in accordance with the provisions of the DGCL; and it is further

RESOLVED, that the certificate of incorporation and the bylaws of the Company shall continue in full force and effect as the certificate of incorporation and the bylaws of the Surviving Corporation.

GENERAL AUTHORITY

RESOLVED, that each officer of the Company be, and each of them hereby is, authorized, empowered and directed, on behalf and in the name of the Company, to determine the date of filing of the Certificate of Ownership and Merger and the Certificate of Merger under the DGCL and the NYBCL for the Merger and to cause all transactions contemplated by these resolutions to be consummated and performed in the manner provided therein and from time to time to do, or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates and other documents, as such officer acting shall deem in his or her sole discretion desirable to carry out the purposes and intents of any of the foregoing resolutions; and it is further

RESOLVED, that the signing by any of the Company's officers of any of the documents or instruments referred to in or contemplated by the foregoing resolutions or the taking by them of any actions to carry out the foregoing shall conclusively establish the officer's approval of the form of any such documents or instruments signed by him or her and of the actions referred to therein or contemplated thereby and also the officer's determination that such documents, instruments and actions are desirable or appropriate; and it is further

RESOLVED, that each officer of the Company is hereby authorized to perform such further acts and execute and deliver such further documents or instruments as such officer may deem necessary or desirable to carry out with respect to the Company and the intents and purposes of the foregoing resolutions; and it is further

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company.

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State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 30, 2004



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

F041230000

S38

CT-07

**CERTIFICATE OF MERGER
OF
DHD HEALTHCARE CORPORATION
(a New York corporation)
INTO
SMITHS MEDICAL ASD, INC.
(a Delaware corporation)**

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

FIRST: Smiths Medical ASD, Inc., a corporation of the State of Delaware owns all of the outstanding shares (of each class) of DHD Healthcare Corporation.

SECOND: As to each subsidiary corporation, the designation and number of outstanding shares (of each class) and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
DHD Healthcare Corporation	1,000 shares, par value \$.01	100%

THIRD: The Certificate of Incorporation of DHD Healthcare Corporation was filed in the Department of State on the 31st day of December, 1998.

FOURTH: The surviving corporation is Smiths Medical ASD, Inc., a Delaware corporation, incorporated on the 22nd day of April, 1985 under the name Smiths Industries Medical Systems, Inc., and which filed its application for authority to do business in the State of New York on the 4th of October, 2000 under the name SIMS Portex Inc. The merger is permitted by the laws of the state of its incorporation and is in compliance herewith.

FIFTH: The Board of Directors of the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging DHD Healthcare Corporation as the subsidiary corporation into the surviving corporation.

SIXTH: The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of DHD Healthcare Corporation, for the enforcement of any liability or obligation of the surviving corporation for which the surviving corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of DHD Healthcare Corporation to receive payment for their shares against the surviving corporation.

SEVENTH: The surviving corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) Section 306 of the Business Corporation Law of the State of New York in any

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CT CORPORATION

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action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: c/o CT Corporation System, 111 Eighth Avenue, New York, NY 10011.

EIGHTH: The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York, relating to the right of the shareholders to receive payment for their shares.

NINTH: DHD Healthcare Corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of the merger has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving corporation agrees that it will within 30 days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by DHD Healthcare Corporation.



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CT CORPORATION

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TENTH: This Certificate of Merger shall become effective on December 31, 2004.

SMITHS MEDICAL ASD, INC.


Thomas Westra
Vice President-Finance & Administration

DHD HEALTHCARE CORPORATION


Thomas Westra
Treasurer

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CERTIFICATE OF MERGER

OF

**DED HEALTHCARE CORPORATION
(A New York Corporation)**

OF

**SMITHS MEDICAL ASD, INC.
(A Delaware Corporation)**

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

RECEIVED

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

DEC 30 2004

TAX \$ _____

BY: *[Signature]*

West

**MORGAN LEWIS & BOCKIUS LLP
1701 MARKET STREET
PHILADELPHIA, PA 19103**

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SCHEDULE

<u>MARK</u>	<u>SERIAL NO./REG. NO.</u>
FLO-MIST	78-386,692
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