

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/22/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NORTHERN RESEARCH LABORATORIES INC.		01/16/2005	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Epien Medical, Inc.
Street Address:	10225 Yellow Circle Drive, Suite 105
City:	Minnetonka
State/Country:	MINNESOTA
Postal Code:	55343
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	78404883	ORAL MEDIC
Serial Number:	78532405	EPIEN
Serial Number:	75019445	DEBACTEROL

CORRESPONDENCE DATA

Fax Number: (612)339-3061
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (612) 373-6900
 Email: tmg@slwk.com
 Correspondent Name: Schwegman, Lundberg, Woessner & Kluth, P
 Address Line 1: P.O. Box 2938
 Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	1332.017USA
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CH \$90.00 78404883

NAME OF SUBMITTER:	Janal Kalis
Signature:	/janal kalis/
Date:	05/02/2006
Total Attachments: 7 source=PLAN OF MERGER#page1.tif source=ARTICLES OF INCORP#page1.tif source=ARTICLES OF MERGER#page1.tif source=MINN CERT OF INCORP#page1.tif source=MINN CERT OF MERGER#page1.tif source=MINN SECRETARY OF STATE#page1.tif source=MINN SECRETARY OF STATE#page2.tif	

**PLAN OF MERGER
OF
EPIEN MEDICAL, INC.
INTO
NORTHERN RESEARCH LABORATORIES, INC.**

1. The name of the subsidiary corporation is EPIEN Medical, Inc..
2. The name of the parent corporation is Northern Research Laboratories, Inc..
3. The parent corporation shall be the surviving corporation, and its name after the merger shall be EPIEN Medical, Inc..
4. The merger shall be effective when articles of merger with respect to the merger are filed with the Minnesota Secretary of State (the "Effective Date").
5. Upon the Effective Date, all outstanding shares of each class and series of stock of the subsidiary corporation shall be canceled, and no shares of the surviving corporation shall be issued in lieu thereof.
6. Upon the Effective Date, the provisions of section 302A.641, subdivisions 2 and 3, of the Minnesota Business Corporation Act shall apply.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 22 2005

Mary Hoffbauer
Secretary of State

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DC OR



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ARTICLES OF INCORPORATION
OF
EPIEN MEDICAL, INC.

To form a Minnesota business corporation under and pursuant to the Minnesota Business Corporation Act, the following Articles of Incorporation are adopted:

ARTICLE 1. NAME

The name of the corporation is EPIEN Medical, Inc. (the "Corporation").

ARTICLE 2. REGISTERED OFFICE
AND REGISTERED AGENT

The address of the registered office of the Corporation is 4225 White Bear Parkway, Suite 600, St. Paul, Minnesota 55110.

ARTICLE 3. AUTHORIZED SHARES

The aggregate number of authorized shares of the Corporation, \$0.01 par value per share, is 10.

ARTICLE 4. INCORPORATOR

The name and address of the incorporator, who is a natural person of full age is:

<u>NAME</u>	<u>ADDRESS</u>
Kristi Nickles	50 South Sixth St. Suite 1500 Minneapolis, MN 55402

ARTICLE 5. DIRECTORS

The name of the member of the first Board of Directors is Reginald Dupre.

Dated: January 16, 2005

Kristi Nickles

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 22 2005

Secretary of State

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**ARTICLES OF MERGER
OF
EPIEN MEDICAL, INC.
INTO
NORTHERN RESEARCH LABORATORIES, INC.**

The undersigned hereby certifies as follows:


1. The Plan of Merger attached hereto as Exhibit A, for the merger with and into Northern Research Laboratories, Inc. of its wholly owned subsidiary, EPIEN Medical, Inc., was duly adopted and approved by the board of directors of Northern Laboratories, Inc. in accordance with Section 302A.621 of the Minnesota Business Corporation Act.

2. The number of outstanding shares of each class and series of stock of EPIEN Medical, Inc. is 10 shares of common stock, \$.01 par value. All of the outstanding shares of such stock are owned by Northern Research Laboratories, Inc..

3. Since EPIEN Medical, Inc. has no shareholders other than Northern Research Laboratories, no copy of the Plan of Merger was mailed to any shareholder of EPIEN Medical, Inc..

IN WITNESS WHEREOF, the undersigned, being duly authorized on behalf of Northern Research Laboratories, Inc. has executed this document this 16 day of January, 2005.

**NORTHERN RESEARCH
LABORATORIES, INC.**



Reginald Dupre
President and Chairman of the Board

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

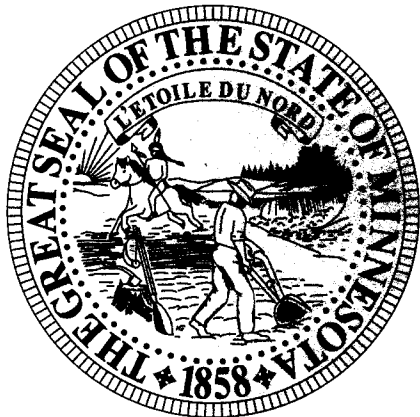
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: EPIEN Medical, Inc.

Corporate Charter Number: 1285152-3

Chapter Formed Under: 302A

This certificate has been issued on 03/22/2005.



Mary Kiffmeyer
Secretary of State.

State of Minnesota

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.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN:EPIEN MEDICAL, INC.

MN: NORTHERN RESEARCH LABORATORIES, INC.

State of Formation and Name of Surviving Entity:

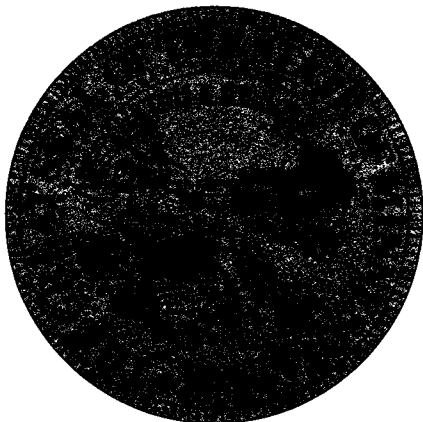
MN: NORTHERN RESEARCH LABORATORIES, INC.

Effective Date of Merger: March 22, 2005

Name of Surviving Entity After Effective Date of Merger:

EPIEN MEDICAL, INC.

This certificate has been issued on: March 22, 2005



Mary Kiffmeyer
Secretary of State.



MINNESOTA SECRETARY OF STATE
NOTICE OF CHANGE OF REGISTERED OFFICE/
REGISTERED AGENT

1. Entity Name:

EPIEN Medical, Inc.

2. Registered Office Address:

10225 Yellow Circle Drive, Suite 105 Minnetonka

Street

City

MN

State

55343

Zip Code

3. Registered Agent:

None

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

Toni S. Pugsley

Signature of Authorized Person

Name of Contact Person:

Toni S. Pugsley

Contact Phone Number:

9527466770

Contact Email

tpugsley@epien.com

8/24/2005 12:19:17PM



Thank You! Your payment of \$39.00 has been successfully processed. Your document number is 1482716. Please print this page for your records.

Do not click on the back button on your browser while using this application.

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