

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
McKinley Medical, LLLP		12/30/2003	limited liability limited partnership: COLORADO
RECEIVING PARTY DATA			
Name:	McKinley Medical, LLC		
Street Address:	252 Clayton Street, 4th floor		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80206		
Entity Type:	LIMITED LIABILITY COMPANY: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2514886	MCKINLEY ANESTHESIA NEW VALUES IN INFUSION	
CORRESPONDENCE DATA			
Fax Number:	(303)333-1470		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(303) 333-3010		
Email:	tombirney@patnet.com		
Correspondent Name:	Thomas S. Birney		
Address Line 1:	501 South Cherry Street, Suite 800		
Address Line 4:	Denver, COLORADO 80246		
ATTORNEY DOCKET NUMBER:	8481/44		
NAME OF SUBMITTER:	Thomas S. Birney		
Signature:	/Thomas S. Birney/		
Date:	10/27/2006		

CH \$40.00 2514886

Total Attachments: 5

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CERTIFICATE OF CONVERSION
of
MCKINLEY MEDICAL, LLLP
into
MCKINLEY MEDICAL, LLC

20031403954 0
\$ 110.00
SECRETARY OF STATE
12-30-2003 14:34:31

This Certificate of Conversion is hereby submitted pursuant to Section 7-90-201 of the Colorado Corporations and Associations Act, as amended (the "Act"), to effectuate the conversion (the "Conversion") of McKinley Medical, LLLP, a Colorado limited liability limited partnership (the "Converting Entity"), into McKinley Medical, LLC, a Colorado limited liability company (the "Resulting Entity").

ARTICLE I
NAME AND ADDRESS OF CONVERTING ENTITY

The name and address of the Converting Entity, which is a Colorado limited liability limited partnership, is:

DULLP19951069381

McKinley Medical, LLLP
252 Clayton Street, 4th floor
Denver, Colorado 80206

ARTICLE II
NAME AND ADDRESS OF RESULTING ENTITY

The name and address of the Resulting Entity, which is a Colorado limited liability company, is:

McKinley Medical, LLC
252 Clayton Street, 4th floor
Denver, Colorado 80206

ARTICLE III
PARTNER APPROVAL

The General Partner and Limited Partners of the Converting Entity approved the Conversion by unanimous written consent on December 30, 2003.

ARTICLE IV
GOVERNING DOCUMENT

The governing document of the Resulting Entity will be those certain Articles of Organization in substantially the form attached hereto as Exhibit A to be filed contemporaneously herewith.

BB

20031409954 C
\$ 110.00
SECRETARY OF STATE
12-30-2003 14:34:31

ARTICLE V
EFFECTIVE DATE

The Conversion shall be effective upon filing this Certificate of Conversion with the Secretary of State of Colorado.

ARTICLE VI
MISCELLANEOUS

The name and address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is: William R. Neff, Esq., Otten, Johnson, Robinson, Neff & Ragonetti, P.C., 950 17th St., Suite 1600, Denver, Colorado 80202.

EXHIBIT A

**ARTICLES OF ORGANIZATION
Of
MCKINLEY MEDICAL, LLC**

See attached.

**ARTICLES OF ORGANIZATION
OF
MCKINLEY MEDICAL, LLC
A COLORADO LIMITED LIABILITY COMPANY**

Pursuant to § 7-80-203, Colorado Revised Statutes (C.R.S.), the individual named below causes these Articles of Organization to be delivered to the Colorado Secretary of State for filing, and states as follows:

ARTICLE I

NAME

The name of the limited liability company is McKinley Medical, LLC. ✓

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the limited liability company is 252 Clayton Street, 4th floor, Denver, Colorado 80206. ✓

ARTICLE III

REGISTERED OFFICE

The registered office of the limited liability company is 252 Clayton Street, 4th floor, Denver, Colorado 80206. ✓

The mailing address of the initial registered office of the limited liability company is the same. ✓

ARTICLE IV

REGISTERED AGENT

The name of the registered agent of the limited liability company in Colorado at the registered office is William F. Leonard. ✓

ARTICLE V

MANAGEMENT

The management of the limited liability company is vested in its managers and not the members. ✓

ARTICLE VI

INITIAL MANAGERS

There shall initially be three (3) managers of the limited liability company. The names and business addresses of the initial managers who are to serve as managers until the first annual meeting of the members or until successors are elected and qualified as provided in the operating agreement of the limited liability company is as follows:

- | | |
|------------------------------------|---|
| Pat Broe – Class A Manager | 252 Clayton Street, 4 th floor
Denver, Colorado 80206 |
| Dwight Johnson- Class A
Manager | 252 Clayton Street, 4 th floor
Denver, Colorado 80206 |
| Randy Hoffman – Class B
Manager | 252 Clayton Street, 4 th floor
Denver, Colorado 80206 |

ARTICLE VII

CONVERSION FROM LIMITED LIABILITY LIMITED PARTNERSHIP

The limited liability company has been converted from a limited liability limited partnership. The name of the limited liability company prior to its conversion was McKinley Medical, LLLP. The partners entitled to vote for and against the conversion from a limited liability limited partnership to a limited liability company unanimously approved the conversion.

ARTICLE VIII

MISCELLANEOUS

The name and address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is: William R. Neff, Esq., Otten, Johnson, Robinson, Neff & Ragonetti, P.C., 950 17th St., Suite 1600, Denver, Colorado 80202. ✓

The Colorado Secretary of State may contact the following authorized person regarding this document: Patricia A. Hunzeker, Paralegal, Otten, Johnson, Robinson, Neff & Ragonetti, P.C., 303-575-7534.