

5/11/09

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To the Director of the U. S. Patent &

103560138

Documents or the new address(es) below.

1. Name of conveying party(ies):

ForHealth Technologies, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) March 3, 2009

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Baxa-FHT, Inc.

Internal

Address: _____

Street Address: 14445 Grasslands Drive

City: Englewood

State: CO

Country: us Zip: 80112

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- 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)

B. Trademark Registration No.(s)

2,897,079
2,937,025

Additional sheet(s) attached? Yes No

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

"ForHealth Technologies, Inc." (Stylized)
"INTELLIFILL"

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

Name: Thomas R. Marsh

Internal Address: MARSH FISCHMANN & BREYFOGLE LLP

Street Address: 8055 E. Tufts Avenue

Suite 450

City: Denver

State: CO Zip: 80237

Phone Number: 303-770-0051

Fax Number: 303-770-0152

Email Address: ptomail@mfbllaw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

05/11/2009 MJAMA1 00000035 2937025

Deposit Account Number 50-1419 40.00 OP

02 FC:0522 25.00 OP

Authorized User Name _____

9. Signature:

Thomas R. Marsh
Signature

5/4/09
Date

Thomas R. Marsh

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

Delaware

PAGE 1

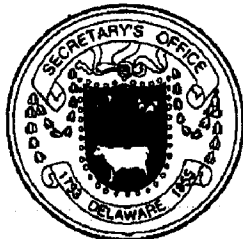
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BAXA-FHT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "FORHEALTH TECHNOLOGIES, INC." UNDER THE NAME OF "BAXA-FHT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF MARCH, A.D. 2009, AT 12:11 O'CLOCK P.M.

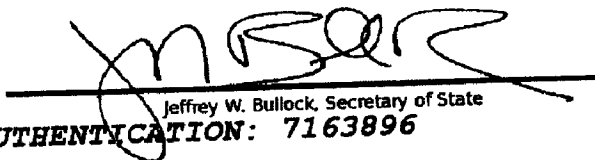
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3529271 8100M

090229554

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7163896

DATE: 03-03-09

TRADEMARK
REEL: 003986 FRAME: 0290

CERTIFICATE OF MERGER

OF

BAXA-FHT, INC.

WITH AND INTO

FORHEALTH TECHNOLOGIES, INC.

**PURSUANT TO SECTION 251(c) OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

ForHealth Technologies, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Baxa-FHT, Inc.	Delaware
ForHealth Technologies, Inc.	Delaware

SECOND: That the Agreement and Plan of Merger and Reorganization (the "Merger Agreement") dated as of February 27, 2009, by and among Baxa Corporation, a Colorado corporation ("Parent"), Baxa-FHT, Inc., a Delaware corporation and wholly-owned subsidiary of Parent ("Merger Sub"), the Company and the Representatives (as defined in the Merger Agreement), setting forth the terms and conditions for the merger of Merger Sub with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: ForHealth Technologies, Inc. shall be the surviving corporation and its name shall be changed to "Baxa-FHT, Inc." (the "Surviving Corporation").

FOURTH: That pursuant to the Merger Agreement, the Restated Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Merger shall be amended and restated as set forth on Annex A hereto and, as so amended or restated, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at 14445 Grasslands Drive, Englewood, Colorado, 80112-7062.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of Delaware.

[Remainder of page intentionally left blank]

ODSVF&H0941893

IN WITNESS WHEREOF, ForHealth Technologies, Inc. has caused this Certificate of Merger to be executed in its corporate name on the 3rd day of March, 2009.

FORHEALTH TECHNOLOGIES, INC.

By: /s/ Spencer Lloyd
Name: Spencer Lloyd
Title: Chief Operating Officer

**RESTATED CERTIFICATE OF INCORPORATION OF
BAXA-FHT, INC.**

ARTICLE I

The name of this corporation is Baxa-FHT, Inc.

ARTICLE II

The address of this corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of this corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by this corporation are to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which this corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, par value \$0.01 per share.

ARTICLE V

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of this corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

ARTICLE VI

The number of directors of this corporation shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors of this corporation or by the stockholders of this corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

ARTICLE VIII

Meetings of the stockholders of this corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of this corporation may be kept (subject to any provision contained in applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of this corporation or in the Bylaws of this corporation.

ARTICLE IX

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.