

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of State of Incorporation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Atrion Medical Products, Inc.		08/14/2009	CORPORATION: ALABAMA
RECEIVING PARTY DATA			
Name:	Atrion Medical Products, Inc.		
Street Address:	1426 Curt Francis Road		
City:	Arab		
State/Country:	ALABAMA		
Postal Code:	35016		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3367039	NEEDLEDICE	
Registration Number:	3163153	ACCUCOUNT	
Registration Number:	2985729	NEEDLEWISE	
Registration Number:	2592671	QL	
CORRESPONDENCE DATA			
Fax Number:	(312)704-8023		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(312)704-1890		
Email:	ptodocket@trexlaw.com		
Correspondent Name:	James R. Foley		
Address Line 1:	105 West Adams Street		
Address Line 2:	36th Floor		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	285/48478		
NAME OF SUBMITTER:	James R. Foley		

CH \$115.00 3367039

900141271

TRADEMARK
REEL: 004047 FRAME: 0956

Signature:	/James R. Foley/
Date:	08/18/2009
Total Attachments: 5 source=Change_of_State_of_Incorporation#page1.tif source=Change_of_State_of_Incorporation#page2.tif source=Change_of_State_of_Incorporation#page3.tif source=Change_of_State_of_Incorporation#page4.tif source=Change_of_State_of_Incorporation#page5.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN ALABAMA CORPORATION UNDER THE NAME OF "ATRION MEDICAL PRODUCTS, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2009, AT 4:16 O'CLOCK P.M.

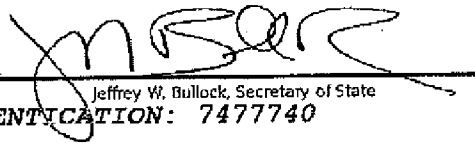
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



4720730 8100V

090781158

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7477740

DATE: 08-14-09

TRADEMARK
REEL: 004047 FRAME: 0958

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:16 PM 08/14/2009
FILED 04:16 PM 08/14/2009
SRV 090781158 - 4720730 FILE

CERTIFICATE OF CONVERSION
TO DOMESTIC CORPORATION
OF
ATRION MEDICAL PRODUCTS, INC.

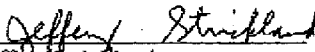
TO THE DELAWARE SECRETARY OF STATE:

THIS CERTIFICATE OF CONVERSION TO DOMESTIC CORPORATION (the "Certificate of Conversion") of ATRION Medical Products, Inc., an Alabama corporation (the "Corporation"), is being executed and filed by the undersigned pursuant to the provisions of § 265 of the Delaware General Corporation Law for the purpose of converting the Corporation to a domestic corporation.

1. DATE OF FORMATION/JURISDICTION. The Corporation was first formed on March 3, 1994 in the State of Alabama.
2. FORMER NAME. The Corporation's name immediately prior to the filing of this Certificate of Conversion is "ATRION Medical Products, Inc."
3. NAME OF THE DOMESTIC CORPORATION. The name of the Corporation after converting to a domestic corporation, as set forth in its Certificate of Incorporation, is "Atrion Medical Products, Inc."

IN WITNESS WHEREOF, the undersigned has executed and caused to be delivered and filed this Certificate of Conversion as of August 14, 2009.

ATRION Medical Products, Inc.


Jeffery Strickland
Vice President

Delaware

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The First State

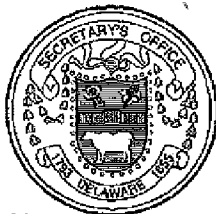
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ATRION MEDICAL PRODUCTS, INC." FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2009, AT 4:16 O'CLOCK P.M.


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

4720730 8100V

090781158

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7477740

DATE: 08-14-09

TRADEMARK
REEL: 004047 FRAME: 0960

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:16 PM 08/14/2009
FILED 04:16 PM 08/14/2009
SRV 090781158 - 4720730 FILE

CERTIFICATE
OF
INCORPORATION
OF
ATRION MEDICAL PRODUCTS, INC.

TO THE DELAWARE SECRETARY OF STATE:

ARTICLE I

1.01 The name of this corporation is Atrion Medical Products, Inc. (the "Corporation").

ARTICLE II

2.01 The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, Dover, County of Kent, Delaware 19904. The Company's registered agent at that address is National Registered Agents, Inc.

ARTICLE III

3.01 The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

4.01 The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock, \$1.00 par value (the "Common Stock"). The holders of shares of Common Stock shall be entitled to one vote for each share upon all questions presented to the stockholders of the Corporation and shall have the exclusive right to vote for the election of directors and for all other purposes.

ARTICLE V

5.01 The name and mailing address of the incorporator of the Corporation is:

Michael D. Tucker
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

ARTICLE VI

6.01 All of the powers of the Corporation, insofar as the same may be lawfully vested in the Board of Directors, are hereby conferred upon the Board of Directors of this Corporation. In furtherance and not in limitation of such powers, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind from time to time any or all of the Bylaws of the Corporation, subject to the rights

of the stockholders of the Corporation to make, repeal, alter, amend and rescind from time to time any or all of the Bylaws of the Corporation.

6.02 The Corporation may in its Bylaws confer powers upon the Board of Directors in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

ARTICLE VII

7.01 The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws.


ARTICLE VIII

8.01 The 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 on stockholders by this Certificate of Incorporation are granted subject to such reservation.

ARTICLE IX

9.01 A director of the Corporation shall not be personally liable to the 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 the 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 hereafter amended to authorize, with the approval of a corporation's stockholder, further reductions in the liability of the directors of a corporation for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach 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 VII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

THE UNDERSIGNED, being the incorporator herein named, for the purpose of forming a corporation to do business both within and without the State of Delaware, pursuant to the Delaware General Corporation Law, hereby signs this Certificate of Incorporation, under penalties of perjury, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 14th day of August, 2009.



Michael D. Tucker
Incorporator