

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/21/2002		
CONVEYING PARTY DATA			
	Name	Formerly	Entity Type
	Clinical Micro Sensors, Inc.		CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Clinical Micro Sensors, Inc.		
Street Address:	757 S. Raymond Ave		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91105		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
Registration Number:	2948306	ESENSOR	
CORRESPONDENCE DATA			
Fax Number:	(415)442-1001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-442-1000		
Email:	jennifer.evans@morganlewis.com		
Correspondent Name:	Morgan, Lewis & Bockius LLP		
Address Line 1:	One Market, Spear Street Tower		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	607456-2000		
NAME OF SUBMITTER:	Jennifer C. Evans		
Signature:	/jennifer c. evans/		

CH \$40.00 2948306

Date:

05/05/2010

Total Attachments: 6

source=20100421162612437#page1.tif

source=20100421162612437#page2.tif

source=20100421162612437#page3.tif

source=20100421162612437#page4.tif

source=20100421162612437#page5.tif

source=20100421162612437#page6.tif

FEB 27 2002

BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP

MERGING

CLINICAL MICRO SENSORS, INC.
a California corporation

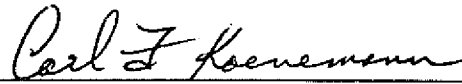
WITH AND INTO

CLINICAL MICRO SENSORS, INC.
a Delaware corporation

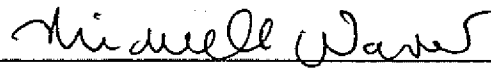
We, Carl Koenemann, the Vice President and Michelle Warner, the Assistant Secretary of Clinical Micro Sensors, Inc., a California corporation, (the "Corporation") do hereby certify that:

1. They are the Vice President and Secretary of the Corporation.
2. The Corporation is duly organized and existing under the laws of the State of California.
3. The Corporation owns 100% of the outstanding capital stock of Clinical Micro Sensors, Inc., a corporation duly organized and existing under the laws of the State of Delaware ("CMS Delaware"), the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
4. On February 21, 2002, the Board of Directors of the Corporation approved and adopted a Agreement of Merger (the "Agreement of Merger") attached hereto as Exhibit A pursuant to which the Corporation would merge with and into CMS Delaware (the "Merger"). CMS Delaware will be the surviving Delaware corporation following the Merger, using the name "Clinical Micro Sensors, Inc." The Merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors of CMS Delaware.
5. The Agreement of Merger provides that each certificate representing one share of common stock of the Corporation shall for all purposes be deemed to evidence the ownership of 0.000041096 of a share of common stock of CMS Delaware upon the effectiveness of the Merger.
6. The Merger will be effective ("Effective Time") as prescribed by law.
7. The Certificate of Incorporation of CMS Delaware, will continue as the Certificate of Incorporation of the surviving corporation until thereafter duly amended in accordance with its terms and pursuant to Delaware law.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in the City of Schaumburg, Illinois, on February 22, 2002.



Carl Koenemann, Vice President



Michelle Warner, Assistant Secretary

EXHIBIT A

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER made and entered into this 22nd day of February, 2002, provides for the merger of **CLINICAL MICRO SENSORS, INC.**, a California corporation ("CMS California"), into **CLINICAL MICRO SENSORS, INC.**, a Delaware corporation ("CMS Delaware"). CMS California and CMS Delaware are sometimes referred to in this Agreement of Merger as the "Constituent Companies."

WHEREAS, CMS California is a corporation organized under the laws of the State of California on January 26, 1995;

WHEREAS, CMS Delaware is a corporation organized under the laws of the State of Delaware on December 6, 2001 as a wholly owned subsidiary of CMS California;

WHEREAS, the shareholder and directors of CMS California believe it is in the best interests of CMS California that it be merged with and into CMS Delaware; and

WHEREAS, the shareholder and directors of CMS Delaware believe it is in the best interests of CMS Delaware that CMS California be merged with and into CMS Delaware ("the "Surviving Company").

NOW, THEREFORE, the parties agree as follows:

THE MERGER

1. Description of the Merger. As of the "Effective Time" (as hereinafter defined), CMS California shall merge into CMS Delaware (the "Merger") and CMS Delaware shall continue as the surviving company, subject to the laws of the State of Delaware. The Merger shall be pursuant to and shall have the effect provided for under the laws of the State of Delaware ("Delaware Law") and the laws of the State of California ("California Law").

2. Certificate of Incorporation. The Certificate of Incorporation of CMS Delaware, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Company on and after the Effective Time until it is amended or repealed in accordance with Delaware Law and the Certificate of Incorporation of the Surviving Company.

3. By-Laws. The By-laws of CMS Delaware, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation on and after the Effective Time until they are amended or repealed in accordance with Delaware Law, the Certificate of Incorporation of the Surviving Corporation and By-laws of the Surviving Corporation.

4. Directors and Officers. The persons who are directors and officers of CMS Delaware immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation in their same positions and shall hold office in accordance with Delaware Law, the Certificate of Incorporation of the Surviving Corporation and By-laws of the Surviving Corporation.

5. Shares. As of the Effective Time, pursuant to this Agreement of Merger and without any action on the part of the holder thereof:

(i) each share of capital stock of the CMS Delaware issued and outstanding immediately prior to the Effective Time shall be cancelled and retired; and

(ii) each share of common stock of CMS California issued and outstanding immediately prior to the Effective Time, whether voting or non-voting, shall be changed and converted into 0.000041096 of a share of common stock of the Surviving Corporation.

6. Actions to Effect Merger. If this Agreement of Merger is not terminated or abandoned, then the following actions shall be taken to effect the Merger:

(i) a Certificate of Ownership and Merger shall be executed and filed in accordance with Delaware Law;

(ii) a Certificate of Ownership shall be filed in accordance with California Law; and

(iii) the Constituent Companies shall do all other acts and things as shall be necessary or desirable to effect the Merger.

7. Effective Time. The Merger will be effective ("Effective Time") as prescribed by law.

8. Expenses. The Surviving Company shall pay all expenses incurred in connection with this Agreement of Merger.

9. Governing Law. This Agreement of Merger shall be governed by and interpreted in accordance with the laws of the State of Delaware.

* * *

IN WITNESS WHEREOF, the undersigned have caused this Agreement of Merger to be executed by their respective duly authorized officers all as of the date first written above.

CLINICAL MICRO SENSORS, INC.
(a Delaware Corporation)

By Carl F. Koenemann
Name: Carl F. Koenemann
Title: Vice President

By _____
Name: Garth L. Milne
Title: Vice President and Treasurer

CLINICAL MICRO SENSORS, INC.
(a California corporation)

By Carl F. Koenemann
Name: Carl F. Koenemann
Title: Vice President

By _____
Name: Garth L. Milne
Title: Vice President and Treasurer

IN WITNESS WHEREOF, the undersigned have caused this Agreement of Merger to be executed by their respective duly authorized officers all as of the date first written above.

CLINICAL MICRO SENSORS, INC.
(a Delaware Corporation)

By _____
Name: Carl F. Koenemann
Title: Vice President

By Garth L. Milne
Name: Garth L. Milne
Title: Vice President and Treasurer

CLINICAL MICRO SENSORS, INC.
(a California corporation)

By _____
Name: Carl F. Koenemann
Title: Vice President

By Garth L. Milne
Name: Garth L. Milne
Title: Vice President and Treasurer

