

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/30/2007		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Cardinal Health 109, Inc.		06/30/2007	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
Name:	Cardinal Health 303, Inc.		
Street Address:	3750 Torrey View Court		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92130		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
Property Type	Number	Word Mark	
Registration Number:	2069444	OMEGA-RX	
Registration Number:	1880435	SUPPLYLINE	
Registration Number:	2502938	DIAGNOSISRX	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(703)739-2815		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	iprecordals@cpaglobal.com		
Correspondent Name:	CPA Global		
Address Line 1:	Liberation House		
Address Line 2:	Castle Street		
Address Line 4:	St. Helier, JERSEY JE1 1BL		
NAME OF SUBMITTER:	Michelle Teixeira		
Signature:	/M/TEIXEIRA/		

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Date:

10/11/2010

**Total Attachments: 12**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"CARDINAL HEALTH 101, INC.", A DELAWARE CORPORATION,

"CARDINAL HEALTH 109, INC.", A TEXAS CORPORATION,

"CARDINAL HEALTH 301, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CARE FUSION INCORPORATED", A DELAWARE CORPORATION,

"MEDIQUAL SYSTEMS, INC.", A DELAWARE CORPORATION,

"MEDMINED, INC.", AN ALABAMA CORPORATION,

WITH AND INTO "CARDINAL HEALTH 303, INC." UNDER THE NAME OF "CARDINAL HEALTH 303, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JUNE, A.D. 2007, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2007, AT 5 O'CLOCK P.M.

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

2173902 8100M  
070742374



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5788433

DATE: 06-25-07

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REEL: 004293 FRAME: 0898

**CERTIFICATE OF MERGER**

**OF**

**CARDINAL HEALTH 101, INC., CARE FUSION INCORPORATED and  
MEDIQUAL SYSTEMS, INC.  
(all Delaware corporations)**

**and**

**CARDINAL HEALTH 301, LLC  
(a Delaware limited liability company)**

**and**

**MEDMINED, INC.  
(an Alabama corporation)**

**and**

**CARDINAL HEALTH 109, INC.  
(A Texas corporation)**

**INTO**

**CARDINAL HEALTH 303, INC.  
(f/k/a Alaris Medical Systems, Inc.)  
(a Delaware corporation)**

It is hereby certified that:

1. The constituent companies participating in the merger herein are:

- (a) Cardinal Health 303, Inc., a corporation, formed under the laws of the State of Delaware;
- (b) Cardinal Health 101, Inc., a corporation, formed under the laws of the State of Delaware;
- (c) Care Fusion Incorporated., a corporation, formed under the laws of the State of Delaware;
- (d) Mediqua Systems, Inc., a corporation, formed under the laws of the State of Delaware;
- (e) Cardinal Health 301, LLC, a limited liability company, formed under the laws of the State of Delaware;
- (f) MedMined, Inc., a corporation, formed under the laws of the State of Alabama; and

**TRADEMARK**

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(g) Cardinal Health 109, Inc., a corporation, formed under the laws of the State of Texas.

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the aforesaid constituent corporations in accordance with the provisions of subsection (c) of § 252 of the General Corporation Law of the State of Delaware, to wit, aforesaid entities (a) through (d), and the provisions of the Delaware Limited Liability Company Act in accordance with the laws of the State of Delaware, by aforesaid entity (e), in accordance with the laws of the State of Alabama, by aforesaid entity (f), in accordance with the laws of the State of Texas, by aforesaid entity (g) and by Cardinal Health 303, Inc. in the same manner as is provided in § 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Cardinal Health 303, Inc., which will continue its existence as the surviving corporation under its present name upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Cardinal Health 303, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Plan and Agreement of Merger between the aforesaid constituent companies is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

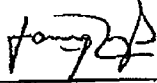
c/o Cardinal Health, Inc.  
Attn: Chief Legal Officer  
7000 Cardinal Place  
Dublin, Ohio 43017

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request, and without cost to any stockholder of Cardinal Health 303, Inc. or any of the aforesaid constituent companies.

7. The Plan and Agreement of Merger between the aforesaid constituent companies provides that the merger herein certified shall be effective as of 5:00 p.m. on June 30, 2007.

Dated: June 22, 2007

**CARDINAL HEALTH 303, INC.**



\_\_\_\_\_  
Jorge M. Gomez, Senior Vice President and Treasurer

**CARDINAL HEALTH 101, INC.**



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Jorge M. Gomez, Senior Vice President and Treasurer

**CARE FUSION, INCORPORATED**



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Jorge M. Gomez, Senior Vice President and Treasurer

**MEDIQUAL SYSTEMS, INC.**



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Jorge M. Gomez, Senior Vice President and Treasurer

**CARDINAL HEALTH 301, LLC**




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Jorge M. Gomez, Senior Vice President and Treasurer

**MEDMINED, INC.**



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Jorge M. Gomez, Senior Vice President and Treasurer

CARDINAL HEALTH 109, INC.



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Jorge M. Gomez, Senior Vice President and Treasurer

**ORIGINAL**

**PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger (this "Agreement") is made as of June 22, 2007, amongst Cardinal Health 303, Inc., a Delaware corporation (the "Surviving Corporation"), Cardinal Health 101, Inc., Care Fusion Incorporated, MediQual Systems, Inc., all being Delaware corporations, and Cardinal Health 301, LLC, a Delaware limited liability company, and MedMined, Inc., an Alabama corporation, and Cardinal Health 109, Inc., a Texas corporation, (all being the "Disappearing Companies"). The Surviving Corporation and the Disappearing Companies are sometimes hereinafter jointly referred to as the "Constituent Companies".

**Background Information**

A. The Constituent Companies, their jurisdictions of organization and their parent corporations are as follows:

- (a) Cardinal Health 303, Inc., a corporation formed under the laws of the State of Delaware and a wholly-owned subsidiary of the parent company, Cardinal Health, Inc.;
- (b) Cardinal Health 101, Inc., a corporation formed under the laws of the State of Delaware and a wholly-owned subsidiary of the parent company, Cardinal Health, Inc.;
- (c) Care Fusion Incorporated, a corporation formed under the laws of the State of Delaware and a wholly-owned subsidiary of the parent company, Cardinal Health, Inc.;
- (d) MediQual Systems, Inc., a corporation formed under the laws of the State of Delaware and a wholly-owned subsidiary of the parent company, Cardinal Health, Inc.;
- (e) Cardinal Health 301, LLC, a limited liability company formed under the laws of the State of Delaware and a wholly-owned subsidiary of Cardinal Health 100, Inc. which is a wholly-owned subsidiary of the parent company, Cardinal Health, Inc.;
- (f) MedMined, Inc., a corporation formed under the laws of the State of Alabama and a wholly-owned subsidiary of the parent company Cardinal Health, Inc.; and
- (g) Cardinal Health 109, Inc., a corporation formed under the laws of the State of Texas and a wholly-owned subsidiary of the parent company, Cardinal Health, Inc.

B. The directors (and in the case of Cardinal Health 301, LLC, the sole member) of the Constituent Companies have reviewed the terms and conditions of the merger contemplated in this Agreement and have determined that it is in the best interest of their respective corporations to cause the Disappearing Companies to merge with and into the Surviving Corporation pursuant to the laws of the State of Delaware.



### State of Agreement

The parties to this Agreement hereby acknowledge the accuracy of the above Background Information and agree as follows:

§ 1. The Surviving Corporation is incorporated and exists under the laws of the State of Delaware.

§ 2. The Disappearing Companies are incorporated (and in the case of Cardinal Health 301, LLC, organized) and exist under the laws of Delaware, Alabama and Texas.

§ 3. At the time when the merger contemplated by this Agreement (the "Merger") becomes effective, as provided in § 8 below (the "Effective Date"), the Disappearing Companies shall merge with and into the Surviving Corporation, and the Surviving Corporation shall be the only continuing and surviving company and shall continue to exist under Delaware law. The name of the Surviving Corporation shall be "Cardinal Health 303, Inc."

§ 4. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation after the Effective Date, until amended in accordance with the Delaware General Corporation Law.

§ 5. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation after the Effective Date, until amended in accordance with the Delaware General Corporation Law.

§ 6. The directors and officers of the Surviving Corporation immediately prior to the Effective Date shall continue to hold such positions after the Effective Date, pursuant to the Bylaws of the Surviving Corporation.

§ 7. All of the issued and outstanding shares of stock of the Disappearing Companies are owned by the parent company, Cardinal Health, Inc. (other than Cardinal Health 301, LLC, as indicated in Background Information, paragraph A, item (e) above). Each share of the capital stock of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Date shall be unchanged and shall remain issued and outstanding after the Effective Date. As of the Effective Date, all shares of the capital stock of the Disappearing Companies (or membership interests, as the case may be) shall be deemed extinguished, and all rights with respect to such shares or membership interests shall cease to exist. Promptly following the Effective Date, the Surviving Corporation shall surrender for cancellation the certificates for such shares and membership interests, as applicable, of the Disappearing Companies.

§ 8. The Merger shall become effective on June 30, 2007 (the "Effective Date").

§ 9. At the Effective Date, and as a result of the Merger, each of the Disappearing Companies shall cease to exist as a separate entity, except as provided by law, and shall merge into the Surviving Corporation, and the Surviving Corporation shall be the only continuing and surviving corporation; the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of each of the Constituent Companies; obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Corporation without further act or deed, and the titles to any real estate vested by deed or otherwise in any of the Constituent Companies shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the Constituent Companies shall be preserved unimpaired, and a proceeding pending against any Constituent Company may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Disappearing Companies; and all debts, liabilities and duties of the respective Constituent Companies shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

§ 10. Each of the parties shall file all certificates, instruments, and documents and take such other action as are deemed necessary or appropriate to effectuate the Merger and all other transactions contemplated by this Agreement, including, but not limited to, filing all necessary certificates, payment of filing fees, franchise taxes and conveyance fees, obtaining all regulatory approvals, and filing all foreign corporation qualifications necessary or appropriate to conduct the business of the Surviving Corporation following the Merger.

§ 11. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

§ 12. This Agreement shall inure to the benefit of and be binding upon the respective successors and assigns (including successive, as well as immediate, successors and assigns) of the parties hereto.

[Signatures on the following pages]

**CARDINAL HEALTH 303, INC.**



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Jorge M. Gomez, Senior Vice President and Treasurer

**CARDINAL HEALTH 101, INC.**




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Jorge M. Gomez, Senior Vice President and Treasurer

**CARE FUSION INCORPORATED**



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Jorge M. Gomez, Senior Vice President and Treasurer

**MEDIQUAL SYSTEMS, INC.**



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Jorge M. Gomez, Senior Vice President and Treasurer

**CARDINAL HEALTH 301, LLC**



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Jorge M. Gomez, Senior Vice President and Treasurer

**MEDMINED, INC.**



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Jorge M. Gomez, Senior Vice President and Treasurer

CARDINAL HEALTH 109, INC.



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Jorge M. Gomez, Senior Vice President and Treasurer

## AMENDMENT NO. 1 TO PLAN AND AGREEMENT OF MERGER

*This AMENDMENT NO. 1 TO PLAN AND AGREEMENT OF MERGER* (as amended, restated or otherwise modified from time to time, this "Amendment") is being entered into effective as of October 30, 2007 by CARDINAL HEALTH 303, INC., a Delaware corporation ("CH 303"), individually and in its capacity as successor by merger to: (i) Cardinal Health 101, Inc., (ii) Care Fusion Incorporated, (iii) MediQual Systems, Inc., (iv) Cardinal Health 301, LLC, (v) MedMined, Inc., and (vi) Cardinal Health 109, Inc. (each of (i) – (vi), a "Merged Company", and collectively, the "Merged Companies"), and amends that certain Plan and Agreement of Merger among CH 303 and the Merged Companies entered into June 22, 2007 and effective as of June 30, 2007 (as amended, restated or otherwise modified to date, the "Original Plan and Agreement of Merger"). Capitalized terms used and not otherwise defined herein are used with the meanings attributed thereto in the Original Plan and Agreement of Merger.

### ARTICLE I. - AMENDMENT

Section 1.1 Background Information Section A(e), "Cardinal Health 301, LLC, a limited liability company formed under the laws of the State of Delaware and a wholly-owned subsidiary of Cardinal Health 100, Inc., which is a wholly-owned subsidiary of the parent company, Cardinal Health, Inc.," is hereby amended and restated in its entirety to read as follows:

"Cardinal Health 301, LLC, a limited liability company formed under the laws of the State of Delaware which as of June 30, 2007 is a wholly-owned subsidiary of Cardinal Health, Inc."

### ARTICLE II. - MISCELLANEOUS

Section 2.1 *Binding Effect*. This Amendment will be binding upon and inure to the benefit of CH 303 and its respective successors and permitted assigns. Except as expressly amended hereby, the Original Plan and Agreement of Merger remains unaltered and in full force and effect, and is hereby ratified and confirmed.

Section 2.2 *Governing Law*. This Amendment will be governed by, and construed in accordance with, the laws of the State of Delaware.

Section 2.3 *Severability*. In case any provision in or obligation under this Amendment is invalid, illegal or unenforceable in any jurisdiction, the validity, legality and enforceability of the remaining provisions or obligations, or of such provision or obligation in any other jurisdiction, will not in any way be affected or impaired thereby.

[Signature Page Follows]

IN WITNESS WHEREOF, this Amendment is to be effective as of the date first above written.

**CARDINAL HEALTH 303, INC.**

individually, and as successor by merger to:

Cardinal Health 101, Inc.  
Care Fusion Incorporated  
MediQual Systems, Inc.  
Cardinal Health 301, LLC  
MedMined, Inc.  
Cardinal Health 109, Inc.

By: \_\_\_\_\_



Name: Jorge M. Gomez

Title: Senior Vice President and Treasurer