

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM737543

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900689053

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Meridian Medical Technologies, Inc.		12/31/2021	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Meridian Medical Technologies, LLC
Street Address:	6350 Stevens Forest Road
Internal Address:	Suite 301
City:	Columbia
State/Country:	MARYLAND
Postal Code:	21046
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	6119680	SEIZALAM
Registration Number:	4347077	MERIDIAN MEDICAL TECHNOLOGIES
Registration Number:	3867723	MERIDIAN MEDICAL TECHNOLOGIES
Registration Number:	3734693	DUODOTE
Registration Number:	3667914	DUODOTE
Registration Number:	2157050	BINAJECT
Registration Number:	0600077	ATROPEN

CORRESPONDENCE DATA

Fax Number: 6157426293

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 615-742-6200

Email: trademarks@bassberry.com

Correspondent Name: Marian Moore

Address Line 1: 150 3rd Ave. S.

Address Line 2: Suite 2800

Address Line 4: Nashville, TENNESSEE 37201

ATTORNEY DOCKET NUMBER:	129426.0103
NAME OF SUBMITTER:	Marian Moore
SIGNATURE:	/Marian Moore/
DATE SIGNED:	06/28/2022

Total Attachments: 51

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STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY
COMPANY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is 08/18/1969.
- 4.) The name of the Corporation immediately prior to filing this Certificate is Meridian Medical Technologies, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Meridian Medical Technologies, LLC.
- 6.) The conversion shall be effective for accounting purposes only as of December 31, 2021 at 11:59 P.M. EST.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 31st day of December, A.D. 2021 .


By: 
Authorized Person

Name: George E. Aitken-Davies
Print or Type

**STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY**

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Meridian Medical Technologies, LLC.
2. The Registered Office of the limited liability company in the State of Delaware is located at 1209 Orange Street (street), in the City of Wilmington, Zip Code 19801. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is National Registered Agents, Inc.
3. This certificate shall be effective for accounting purposes only as of December 31, 2021 at 11:59 P.M. EST.

By: 

Authorized Person

Name: George E. Aitken-Davies
Print or Type

STATE OF DELAWARE

**WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY EVENT CONDITION**

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary event condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition and establishes such date and time and the filing date of such instrument.



Jeffrey W. Bullock, Secretary of State

JEFFREY W. BULLOCK
Secretary of State

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "MERIDIAN MEDICAL TECHNOLOGIES, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF MERGER, FILED THE TWENTIETH DAY OF NOVEMBER, A.D. 1996, AT 2:30 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTIETH DAY OF NOVEMBER, A.D. 1996, AT 2:30 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SURVIVAL TECHNOLOGY, INC." TO "MERIDIAN MEDICAL TECHNOLOGIES, INC.", FILED THE TWENTIETH DAY OF NOVEMBER, A.D. 1996, AT 4 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTH DAY OF JANUARY, A.D. 2003, AT 4:10 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

724710 8100X
SR# 20221164825

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

Authentication: 203011241
Date: 03-25-22

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Delaware

The First State

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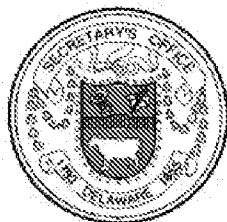
CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 8:43 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE EIGHTH DAY OF DECEMBER, A.D. 2006, AT 3:41 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 2011, AT 1:08 O`CLOCK P.M.

CERTIFICATE OF CONVERSION, FILED THE THIRD DAY OF JANUARY, A.D. 2022, AT 8:52 O`CLOCK A.M.

CERTIFICATE OF FORMATION, FILED THE THIRD DAY OF JANUARY, A.D. 2022, AT 8:52 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

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

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Date: 03-25-22

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FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

SURVIVAL TECHNOLOGY, INC.

Survival Technology, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Survival Technology, Inc.; the original certificate of incorporation was filed on August 18, 1969 with the Secretary of State of the State of Delaware.

2. This First Amended and Restated Certificate of Incorporation, the entirety of which is set forth below, has been duly adopted in accordance with Sections 242 and 245 of the Delaware General Corporation Law.

* * *

ARTICLE I
NAME

The name of the Corporation is Survival Technology, Inc. (the "Corporation").

ARTICLE II
ADDRESS OF REGISTERED OFFICE;
NAME OF REGISTERED AGENT

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III
PURPOSE

The Corporation may engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV
CAPITAL STOCK

Section 4.1. Total Number of Shares of Capital Stock. The total number of shares of stock of all classes that the Corporation shall have authority to issue is 20,000,000 shares. The authorized capital stock is divided into 2,000,000 shares of Preferred Stock, \$.01 par value per share (the "Preferred Stock"), 17,800,000 shares of Common Stock, \$.10 par value per share (the "Voting Common Stock"), and 200,000 shares of Class A Common Stock, \$.10 par value per share (the "Non-Voting Common Stock"). The Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects except as set forth in Sections 4.3 and 4.4 below and shall, except as otherwise required by law, be treated as a single class.

Section 4.2. Preferred Stock.

(a) The shares of Preferred Stock of the Corporation may be issued from time to time in one or more classes or series thereof, the shares of each class or series thereof to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as are stated and expressed herein or in the resolution or resolutions providing for the issue of such class or series, adopted by the Board of Directors as hereinafter provided.

(b) Authority is hereby expressly granted to the Board of Directors of the Corporation, subject to the provisions of this Article IV and to the limitations prescribed by the Delaware General Corporation Law, to authorize the issue of one or more classes, or series thereof, of Preferred Stock and with respect to each such class or series to fix by resolution or resolutions providing for the issue of such class or series the voting powers, full or limited, if any, of the shares of such class or series and the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each class or series thereof shall include, but not be limited to, the determination or fixing of the following:

(i) the designation of such class or series;

(ii) the number of shares to compose such class, which number the Board of Directors may thereafter (except where otherwise provided in a resolution

designating a particular class) increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares thereof then outstanding);

(iii) the dividend rate of such class or series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock or any other series of any class of stock of the Corporation, and whether such dividends shall be cumulative or noncumulative;

(iv) whether the shares of such class or series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(v) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such class or series;

(vi) whether or not the shares of such class or series shall be convertible into or exchangeable for shares of any other class or classes of any stock or any other series of any class of stock of the Corporation, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

(vii) the extent, if any, to which the holders of shares of such class or series shall be entitled to vote with respect to the election of Directors or otherwise;

(viii) the restrictions, if any, on the issue or reissue of any additional Preferred Stock;

(ix) the rights of the holders of the shares of such class or series upon the dissolution of, or upon the distribution of assets of, the Corporation; and

(x) the manner in which any facts ascertainable outside the resolution or resolutions providing for the issue of such class or series shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such class or series.

Section 4.3. Voting Common Stock. (a) Subject to all of the powers, rights and preferences of the holders of Preferred Stock provided by resolution or resolutions of the Board of Directors pursuant to this Article IV or by the Delaware General Corporation Law, the holders of the shares of the Voting Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the Stockholders of the Corporation.

(b) Subject to the powers, rights and preferences of any other class of stock, the holders of the Common Stock, consisting of the Voting Common Stock and the Non-Voting Common Stock, shall have the right (i) to receive dividends when, as and if properly declared by the Board of Directors in its sole discretion and (ii) to receive ratably all the assets of the Corporation remaining after providing for the payment of the creditors of the Corporation upon the liquidation, dissolution or winding up of the Corporation.

Section 4.4. Non-Voting Common Stock.

(a) Voting Rights. Except as specifically required by law, the holders of the shares of Non-Voting Common Stock shall not be entitled to any vote whatsoever, but shall be entitled to notice of, and participation in, the meetings of the Stockholders of the Corporation. To the extent that the Non-Voting Common Stock is entitled to vote on the increase in the number of authorized shares of Non-Voting Common Stock, it shall vote together with the Voting Common Stock as a single class.

(b) Conversion of Non-Voting Common Stock.

(i) At any time and from time to time, each record holder of Non-Voting Common Stock will be entitled to convert any and all of the shares of such holder's Non-Voting Common Stock into the same number of shares of Voting Common Stock at such holder's election; provided, however, that shares of Non-Voting Common Stock may be converted into shares of Voting Common Stock only after the record holder of such shares of Non-Voting Common Stock shall have certified to the Corporation that it is not a "bank holding company" or a "subsidiary" of a "bank holding company" within the meaning of Section 4 of the Bank Holding Company Act of 1956, as amended, and Regulation Y promulgated thereunder, or one of the following shall have occurred: (1) the bona fide sale to any purchaser (including, without

limitation, an underwriter) of such shares of Non-Voting Common Stock (x) pursuant to a registration statement declared effective by the United States Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), covering the offer and sale of the Corporation's Common Stock in a bona fide public offering, or (y) pursuant to Rules 144 and 144A promulgated under the Act, or in a public distribution pursuant to Regulation A of the General Rules and Regulations under the Act; (2) the bona fide sale to any purchaser of such shares of Non-Voting Common Stock in a transaction not involving a sale of the Corporation's Common Stock to the public, provided that such purchaser does not immediately after such transaction hold shares of Voting Common Stock (including any shares converting to Voting Common Stock in accordance herewith) equaling two percent (2%) or more of the then outstanding shares of Voting Common Stock; or (3) the receipt by the Corporation of (x) a staff opinion, ruling or other written advice from the Board of Governors of the Federal Reserve System, or from the appropriate Federal Reserve Bank, or (y) an opinion of counsel experienced in bank regulatory matters, in each case to the effect that such shares of Non-Voting Common Stock may be converted into shares of Voting Common Stock without violation of Section 4 of the Bank Holding Company Act of 1954, as amended, and Regulation Y promulgated thereunder.

(ii) Each conversion of shares of Non-Voting Common Stock into shares of Voting Common Stock shall be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holder or holders of the Non-Voting Common Stock) at any time during normal business hours, together with a written notice by the holder of such Non-Voting Common Stock stating that such holder desires to convert the shares, or a stated number of the shares, of Non-Voting Common Stock represented by such certificate or certificates into Voting Common Stock and that such conversion is permitted in accordance herewith. Upon receipt of such statement, the Corporation shall be obligated to issue such Voting Common Stock without further inquiry. Such conversion shall be deemed to have been effected as of the close of

business on the date on which such certificate or certificates have been surrendered and such notice has been received, and at such time the rights of the holder of the converted Non-Voting Common Stock shall cease and the person or persons in whose name or names the certificate or certificates for shares of Voting Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Voting Common Stock represented thereby.

(iii) Promptly after such surrender and the receipt of such written notice, the Corporation shall issue and deliver in accordance with the surrendering holder's instructions (1) the certificate or certificates for the Voting Common Stock issuable upon such conversion and (2) a certificate representing any Non-Voting Common Stock which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which was not converted.

(iv) The issuance of certificates for Voting Common Stock upon conversion of Non-Voting Common Stock shall be made without charge to the holders of such shares for any stamp, transfer or issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of Voting Common Stock. The Corporation shall not close its books against the transfer of Non-Voting Common Stock or of Voting Common Stock issued or issuable upon conversion of Non-Voting Common Stock in any manner which would interfere with the timely conversion of Non-Voting Common Stock.

ARTICLE V
STOCKHOLDER ACTIONS

Section 5.1. Written Consent. Except as may be provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV hereof, any action required or permitted to be taken by the Stockholders of the Corporation at any annual or special meeting may be taken without a meeting, without prior notice and without a vote, but only if consents in writing, setting forth the action so taken, have been signed by the holders of all of the outstanding stock entitled to vote thereon at a meeting at which all shares entitled to vote thereon were present and voted.

Section 5.2. Stockholder Meetings. Meetings of Stockholders may be held within or without the State of Delaware, as the By-Laws may provide.

Section 5.3. Special Stockholder Meetings. Special Meetings of Stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the members of the Board of Directors then in office.

Section 5.4. Form of Ballot. Elections of Directors need not be by written ballot unless the By-Laws of the Corporation so provide.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1. Management of the Corporation. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 6.2. Meetings of the Board. Meetings of the Board of Directors may be held within or without the State of Delaware, as the By-Laws may provide.

Section 6.3. Number of Directors. The number of Directors constituting the Board of Directors shall be as specified in or determined pursuant to the By-Laws of the Corporation.

Section 6.4. Classes, Election and Term. The Board of Directors shall be divided into three classes, with each class to be as nearly equal in number as reasonably possible, and with the initial term of office of the first class of Directors to expire at the Annual Meeting of Stockholders to be held after the end of the Corporation's 1997 fiscal year, the initial term of office of the second class of Directors to expire at the Annual Meeting of Stockholders to be held after the end of the Corporation's 1998 fiscal year and the initial term of office of the third class of Directors to expire at the Annual Meeting of Stockholders to be held after the end of the Corporation's 1999 fiscal year. Commencing with the Annual Meeting of Stockholders to be held after the end of the Corporation's 1997 fiscal year, Directors elected to succeed those Directors whose terms have thereupon expired shall be elected for a term of office to expire at the third succeeding Annual Meeting of Stockholders after their election, and upon the election and qualification of their successors. If the number of Directors is changed, any

increase or decrease shall be apportioned among the classes so as to maintain or attain, if possible, the number of Directors in each class as nearly equal as reasonably possible, but in no case will a decrease in the number of Directors shorten the term of any incumbent Director.

Section 6.5. Vacancies. Any vacancies in the Board of Directors for any reason and any newly created directorships resulting by reason of any increase in the number of Directors may be filled only by the Board of Directors, acting by a majority of the remaining Directors then in office, although less than a quorum, or by a sole remaining Director, and any Directors so appointed shall hold office until the next election of the class for which such Directors have been chosen and until their successors are elected and qualified.

Section 6.6. Removal. Except as may be provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV hereof with respect to any Directors elected by the holders of such class or series, any Director, or the entire Board of Directors, may be removed from office at any time, but only for cause by the affirmative vote of the holders of at least 75% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class.

Section 6.7. Constituencies. In connection with the exercise of its or their judgment in determining what is in the best interests of the Corporation and its Stockholders, the Board of Directors of the Corporation, any committee of the Board of Directors or any individual Director may, but shall not be required to, in addition to considering the long-term and short-term interests of the Stockholders, consider all of the following factors and any other factors which it or they deem relevant: (i) the social and economic effects of the matter to be considered on the Corporation and its subsidiaries, its and their employees, customers, and creditors and the communities in which the Corporation and its subsidiaries operate or are located; and (ii) when evaluating a business combination or a proposal by another Person or Persons to make a business combination or a tender or exchange offer or any other proposal relating to a potential change of control of the Corporation, (x) the business and financial condition and earnings prospects of the acquiring Person or Persons, including, but not limited to, debt service and other existing financial obligations, financial obligations to be incurred in connection with the acquisition, and other likely financial obligations of the

acquiring Person or Persons, and the possible effect of such conditions upon the Corporation and its subsidiaries and the communities in which the Corporation and its subsidiaries operate or are located, (y) the competence, experience, and integrity of the acquiring Person or Persons and its or their management, and (z) the prospects for successful conclusion of the business combination, offer or proposal. The provisions of this Section 6.7 shall be deemed solely to grant discretionary authority to the Directors and shall not be deemed to provide to any constituency the right to be considered. The term "Person" means any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity; when two or more Persons act as a partnership, limited partnership, syndicate, or other group acting in concert for the purpose of acquiring, holding, voting or disposing of securities of the Corporation, such partnership, limited partnership, syndicate or group shall also be deemed a "Person."

ARTICLE VII
INDEMNIFICATION

Section 7.1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact:

- (a) that he or she is or was a director or officer of the Corporation, or
- (b) that he or she, being at the time a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (collectively, "another enterprise" or "other enterprise"),

whether either in case (a) or in case (b) the basis of such proceeding is alleged action or inaction (x) in an official capacity as a director or officer of the Corporation, or as a director, trustee, officer, employee or agent of such other enterprise, or (y) in any other capacity related to the Corporation or such other enterprise while so serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent not prohibited by Section 145 of the Delaware

General Corporation Law (or any successor provision or provisions) as the same exists or may hereafter be amended (but, in the case of any such amendment, with respect to actions taken prior to such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith if such person satisfied the applicable level of care to permit such indemnification under the Delaware General Corporation Law. The persons indemnified by this Article VII are hereinafter referred to as "indemnitees." Such indemnification as to such alleged action or inaction shall continue as to an indemnitee who has after such alleged action or inaction ceased to be a director or officer of the Corporation, or director, officer, employee or agent of another enterprise; and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The right to indemnification conferred in this Article VII: (i) shall be a contract right; (ii) shall not be affected adversely as to any indemnitee by any amendment of this Certificate with respect to any action or inaction occurring prior to such amendment; and (iii) shall, subject to any requirements imposed by law, this Article VII, and the By-laws, include the right to have paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition.

Section 7.2. Agents and Employees. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any employee or agent of the Corporation (or any person serving at the Corporation's request as a director, trustee, officer, employee or agent of another enterprise) or to persons who are or were a director, officer, employee or agent of any of the Corporation's affiliates, predecessor or subsidiary corporations or of a constituent corporation absorbed by the Corporation in a consolidation or merger or who is or was serving at the request of such affiliate, predecessor or subsidiary corporation or of such constituent corporation as a director, officer, employee or agent of another enterprise, in each case as determined by the Board of Directors to the fullest extent of the provisions of this Article VII in cases of the indemnification and advancement of expenses of directors and officers of the Corporation, or to any lesser extent (or greater extent, if permitted by law) determined by the Board of Directors.

Section 7.3. Undertakings for Advances of Expenses.
An advancement by the Corporation of expenses incurred by an indemnitee pursuant to clause (iii) of the last sentence of Section 7.1 (hereinafter an "advancement of expenses") shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Article VII or otherwise; provided, however, that no such advance need be made in any particular case in which the Board of Directors determines, at any time, that based on the information then known, the Director or officer is not entitled to indemnification.

Section 7.4. Partial Indemnification. If the indemnitee is entitled under any provision of this Article VII to indemnification by the Corporation for some or a portion of the expenses, liabilities, losses, judgments, fines, penalties or ERISA excise taxes actually and reasonably incurred by him or her in the investigation, defense, appeal or settlement of any proceeding but not, however, for the total amount thereof, the Corporation shall nevertheless indemnify the indemnitee for the portion of such expenses, liabilities, losses, judgments, fines, penalties or ERISA excise taxes to which the indemnitee is entitled.

Section 7.5. Indemnification Procedure;
Determination of Right to Indemnification. (a) Promptly after receipt by the indemnitee of written notice of the commencement of any proceeding, the indemnitee will, if a claim in respect thereof is to be made against the Corporation in accordance herewith, notify the Corporation of the commencement thereof. The omission so to notify the Corporation (i) will relieve it from any liability which it may have to the indemnitee hereunder only to the extent that the Corporation is able to establish that its ability to avoid such liability was materially prejudiced by such omission and (ii) will not relieve it from any liability which it may otherwise have to the indemnitee.

(b) If a claim for indemnification under this Article VII is not paid in full by the Corporation within sixty days after it has been received in writing by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the

unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses), it shall be a defense that, and in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses only upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in Section 145 of the Delaware General Corporation Law (or any successor provision or provisions). Neither the failure of the Corporation (including the Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Section 145 of the Delaware General Corporation Law (or any successor provision or provisions), nor an actual determination by the Corporation (including the Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to have or retain such advancement of expenses, under this Article VII or otherwise, shall be on the Corporation.

(c) The Corporation shall not be obligated to indemnify or advance expenses to the indemnitee under this Article VII in connection with a proceeding (or part thereof) initiated or brought voluntarily by the indemnitee (other than to enforce the rights to indemnification hereunder) unless the initiation thereof was approved by the Board of Directors of the Corporation.

(d) In the case of a settlement of a proceeding by an indemnitee, the payment of amounts and indemnification thereof shall be approved, in advance, by the Corporation,

which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.

Section 7.6. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the Corporation or another enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Section 7.7. Binding Effect; Successors and Assigns. The indemnification and advance of expenses provided by or granted pursuant to this Article VII shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such Director or officer.

Section 7.8. Severability. In the event that any of the provisions of this Article VII (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

Section 7.9. Relationship to Other Rights and Provisions Concerning Indemnification. The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate, By-laws, agreement, vote of stockholders or disinterested directors or otherwise. The By-laws may contain such other provisions concerning indemnification, including provisions specifying reasonable procedures relating to and conditions to the receipt by indemnitees of indemnification, provided that such provisions are not inconsistent with the provisions of this Article VII.

ARTICLE VIII
LIMITATION ON LIABILITY OF DIRECTORS

As to any act or omission occurring after this provision becomes effective, a Director of the Corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article

VIII shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

ARTICLE IX
BOOKS OF THE CORPORATION

The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE X
COMPROMISE

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its Stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or Stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code, as that section may read from time to time, or any successor provision, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code, as that section may read from time to time, or any successor provision, order a meeting of the creditors or class of creditors, and/or of the Stockholders or class of Stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the Stockholders or class of Stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the Stockholders or class of Stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XI
AMENDMENT OF BY-LAWS

The Board of Directors shall have power to adopt, amend, alter, change and repeal any By-Laws of the Corporation by vote of the majority of the Board of Directors then in office. In addition to any requirements of the Delaware General Corporation Law (and notwithstanding the fact that a lesser percentage may be specified by the Delaware General Corporation Law), any adoption, amendment, alteration, change or repeal of any By-Laws by the holders of capital stock of the Corporation shall require the affirmative vote of either: (a) the holders of at least 75% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class, or (b) the holders of a majority of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting as a single class, if such adoption, amendment, alteration, change or repeal has been previously recommended by a vote of the Continuing Directors. For the purposes of this Certificate of Incorporation, Continuing Director shall mean either (x) an individual who was a member of the Board of Directors prior to the time any Person after November 20, 1996 acquired 25% or more of the voting power of any voting securities of the Corporation or (y) an individual designated (before his or her initial election as a Director) as a Continuing Director by a majority of the then Continuing Directors.

ARTICLE XII
AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation hereby 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 are granted subject to this reservation. Except as may be provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV hereof and which relate to such class or series of Preferred Stock, any amendment, alteration, change or repeal of Articles IV, V, VI, XI and XII hereof shall require the affirmative vote of either: (a) the holders of at least 75% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class, or (b) the holders of a majority of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election

of Directors, voting as a single class, if such amendment, alteration, change or repeal has been previously recommended by a vote of the Continuing Directors. Except as may be provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV hereof and which relate to such class or series of Preferred Stock, any other amendment, alteration, change or repeal of any other provision of this Certificate of Incorporation shall require the affirmative vote of both (a) a majority of the members of the Board of Directors then in office and (b) a majority of the voting power of all of the shares of capital stock of the Corporation entitled to vote generally in the election of Directors, voting together as a single class.


ARTICLE XIII
SEVERABILITY

In the event that any of the provisions of this Certificate of Incorporation (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

* * *

I, THE UNDERSIGNED, being the duly elected Chief Executive Officer of the Corporation, do on behalf of the Corporation make this First Amended and Restated Certificate of Incorporation of the Corporation, hereby declaring and certifying, under penalties of perjury, that this is the act and deed of the Corporation and that the facts herein stated are true, and accordingly have hereunto set my hand this 20th day of Nov., 1996.

By: _____


James H. Miller
Chief Executive Officer

CERTIFICATE OF MERGER
OF
BRUNSWICK BIOMEDICAL CORPORATION
WITH AND INTO
SURVIVAL TECHNOLOGY, INC.

The undersigned corporation DOES HEREBY CERTIFY:

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

<u>Name</u>	<u>State of Incorporation</u>
Survival Technology, Inc.	Delaware
Brunswick Biomedical Corporation	Massachusetts

SECOND: That an Agreement and Plan of 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 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Survival Technology, Inc.

FOURTH: That the First Amended and Restated Certificate of Incorporation of Survival Technology, Inc., which is attached hereto as Exhibit A, shall amend and restate the Certificate of Incorporation of Survival Technology, Inc. and shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 2275 Research Boulevard, Suite #100, Rockville, Maryland, 20850.

SIXTH: That 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 any constituent corporation.

SEVENTH: That the authorized capital stock of Brunswick Biomedical Corporation is 1,903,000 shares of common stock, \$0.01 par value per share, 72,000 shares of Class A Common Stock, and 1,400,000 shares of preferred stock, \$0.01 par value per share.

EIGHTH: That this Certificate of Merger is to become effective on November 20, 1996 at 3:00 pm.

DATED: November 20, 1996

SURVIVAL TECHNOLOGY, INC.

By: 

Jeffrey W. Church
Senior Vice President-Finance
and Chief Financial Officer

FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

SURVIVAL TECHNOLOGY, INC.

Survival Technology, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Survival Technology, Inc.; the original certificate of incorporation was filed on August 18, 1969 with the Secretary of State of the State of Delaware.

2. This First Amended and Restated Certificate of Incorporation, the entirety of which is set forth below, has been duly adopted in accordance with Sections 242 and 245 of the Delaware General Corporation Law.

* * *

ARTICLE I
NAME

The name of the Corporation is Survival Technology, Inc. (the "Corporation").

ARTICLE II
ADDRESS OF REGISTERED OFFICE;
NAME OF REGISTERED AGENT

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III
PURPOSE

The Corporation may engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV
CAPITAL STOCK

Section 4.1. Total Number of Shares of Capital Stock. The total number of shares of stock of all classes that the Corporation shall have authority to issue is 20,000,000 shares. The authorized capital stock is divided into 2,000,000 shares of Preferred Stock, \$.01 par value per share (the "Preferred Stock"), 17,800,000 shares of Common Stock, \$.10 par value per share (the "Voting Common Stock"), and 200,000 shares of Class A Common Stock, \$.10 par value per share (the "Non-Voting Common Stock"). The Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects except as set forth in Sections 4.3 and 4.4 below and shall, except as otherwise required by law, be treated as a single class.

Section 4.2. Preferred Stock.

(a) The shares of Preferred Stock of the Corporation may be issued from time to time in one or more classes or series thereof, the shares of each class or series thereof to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as are stated and expressed herein or in the resolution or resolutions providing for the issue of such class or series, adopted by the Board of Directors as hereinafter provided.

(b) Authority is hereby expressly granted to the Board of Directors of the Corporation, subject to the provisions of this Article IV and to the limitations prescribed by the Delaware General Corporation Law, to authorize the issue of one or more classes, or series thereof, of Preferred Stock and with respect to each such class or series to fix by resolution or resolutions providing for the issue of such class or series the voting powers, full or limited, if any, of the shares of such class or series and the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each class or series thereof shall include, but not be limited to, the determination or fixing of the following:

- (i) the designation of such class or series;
- (ii) the number of shares to compose such class, which number the Board of Directors may thereafter (except where otherwise provided in a resolution

designating a particular class) increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares thereof then outstanding);

(iii) the dividend rate of such class or series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock or any other series of any class of stock of the Corporation, and whether such dividends shall be cumulative or noncumulative;

(iv) whether the shares of such class or series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(v) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such class or series;

(vi) whether or not the shares of such class or series shall be convertible into or exchangeable for shares of any other class or classes of any stock or any other series of any class of stock of the Corporation, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

(vii) the extent, if any, to which the holders of shares of such class or series shall be entitled to vote with respect to the election of Directors or otherwise;

(viii) the restrictions, if any, on the issue or reissue of any additional Preferred Stock;

(ix) the rights of the holders of the shares of such class or series upon the dissolution of, or upon the distribution of assets of, the Corporation; and

(x) the manner in which any facts ascertainable outside the resolution or resolutions providing for the issue of such class or series shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such class or series.

Section 4.3. Voting Common Stock. (a) Subject to all of the powers, rights and preferences of the holders of Preferred Stock provided by resolution or resolutions of the Board of Directors pursuant to this Article IV or by the Delaware General Corporation Law, the holders of the shares of the Voting Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the Stockholders of the Corporation.

(b) Subject to the powers, rights and preferences of any other class of stock, the holders of the Common Stock, consisting of the Voting Common Stock and the Non-Voting Common Stock, shall have the right (i) to receive dividends when, as and if properly declared by the Board of Directors in its sole discretion and (ii) to receive ratably all the assets of the Corporation remaining after providing for the payment of the creditors of the Corporation upon the liquidation, dissolution or winding up of the Corporation.

Section 4.4. Non-Voting Common Stock.

(a) Voting Rights. Except as specifically required by law, the holders of the shares of Non-Voting Common Stock shall not be entitled to any vote whatsoever, but shall be entitled to notice of, and participation in, the meetings of the Stockholders of the Corporation. To the extent that the Non-Voting Common Stock is entitled to vote on the increase in the number of authorized shares of Non-Voting Common Stock, it shall vote together with the Voting Common Stock as a single class.

(b) Conversion of Non-Voting Common Stock.

(i) At any time and from time to time, each record holder of Non-Voting Common Stock will be entitled to convert any and all of the shares of such holder's Non-Voting Common Stock into the same number of shares of Voting Common Stock at such holder's election; provided, however, that shares of Non-Voting Common Stock may be converted into shares of Voting Common Stock only after the record holder of such shares of Non-Voting Common Stock shall have certified to the Corporation that it is not a "bank holding company" or a "subsidiary" of a "bank holding company" within the meaning of Section 4 of the Bank Holding Company Act of 1956, as amended, and Regulation Y promulgated thereunder, or one of the following shall have occurred: (1) the bona fide sale to any purchaser (including, without

limitation, an underwriter) of such shares of Non-Voting Common Stock (x) pursuant to a registration statement declared effective by the United States Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), covering the offer and sale of the Corporation's Common Stock in a bona fide public offering, or (y) pursuant to Rules 144 and 144A promulgated under the Act, or in a public distribution pursuant to Regulation A of the General Rules and Regulations under the Act; (2) the bona fide sale to any purchaser of such shares of Non-Voting Common Stock in a transaction not involving a sale of the Corporation's Common Stock to the public, provided that such purchaser does not immediately after such transaction hold shares of Voting Common Stock (including any shares converting to Voting Common Stock in accordance herewith) equaling two percent (2%) or more of the then outstanding shares of Voting Common Stock; or (3) the receipt by the Corporation of (x) a staff opinion, ruling or other written advice from the Board of Governors of the Federal Reserve System, or from the appropriate Federal Reserve Bank, or (y) an opinion of counsel experienced in bank regulatory matters, in each case to the effect that such shares of Non-Voting Common Stock may be converted into shares of Voting Common Stock without violation of Section 4 of the Bank Holding Company Act of 1954, as amended, and Regulation Y promulgated thereunder.

(ii) Each conversion of shares of Non-Voting Common Stock into shares of Voting Common Stock shall be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holder or holders of the Non-Voting Common Stock) at any time during normal business hours, together with a written notice by the holder of such Non-Voting Common Stock stating that such holder desires to convert the shares, or a stated number of the shares, of Non-Voting Common Stock represented by such certificate or certificates into Voting Common Stock and that such conversion is permitted in accordance herewith. Upon receipt of such statement, the Corporation shall be obligated to issue such Voting Common Stock without further inquiry. Such conversion shall be deemed to have been effected as of the close of

business on the date on which such certificate or certificates have been surrendered and such notice has been received, and at such time the rights of the holder of the converted Non-Voting Common Stock shall cease and the person or persons in whose name or names the certificate or certificates for shares of Voting Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Voting Common Stock represented thereby.

(iii) Promptly after such surrender and the receipt of such written notice, the Corporation shall issue and deliver in accordance with the surrendering holder's instructions (1) the certificate or certificates for the Voting Common Stock issuable upon such conversion and (2) a certificate representing any Non-Voting Common Stock which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which was not converted.

(iv) The issuance of certificates for Voting Common Stock upon conversion of Non-Voting Common Stock shall be made without charge to the holders of such shares for any stamp, transfer or issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of Voting Common Stock. The Corporation shall not close its books against the transfer of Non-Voting Common Stock or of Voting Common Stock issued or issuable upon conversion of Non-Voting Common Stock in any manner which would interfere with the timely conversion of Non-Voting Common Stock.

ARTICLE V
STOCKHOLDER ACTIONS

Section 5.1. Written Consent. Except as may be provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV hereof, any action required or permitted to be taken by the Stockholders of the Corporation at any annual or special meeting may be taken without a meeting, without prior notice and without a vote, but only if consents in writing, setting forth the action so taken, have been signed by the holders of all of the outstanding stock entitled to vote thereon at a meeting at which all shares entitled to vote thereon were present and voted.

Section 5.2. Stockholder Meetings. Meetings of Stockholders may be held within or without the State of Delaware, as the By-Laws may provide.

Section 5.3. Special Stockholder Meetings. Special Meetings of Stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the members of the Board of Directors then in office.

Section 5.4. Form of Ballot. Elections of Directors need not be by written ballot unless the By-Laws of the Corporation so provide.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1. Management of the Corporation. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 6.2. Meetings of the Board. Meetings of the Board of Directors may be held within or without the State of Delaware, as the By-Laws may provide.

Section 6.3. Number of Directors. The number of Directors constituting the Board of Directors shall be as specified in or determined pursuant to the By-Laws of the Corporation.

Section 6.4. Classes, Election and Term. The Board of Directors shall be divided into three classes, with each class to be as nearly equal in number as reasonably possible, and with the initial term of office of the first class of Directors to expire at the Annual Meeting of Stockholders to be held after the end of the Corporation's 1997 fiscal year, the initial term of office of the second class of Directors to expire at the Annual Meeting of Stockholders to be held after the end of the Corporation's 1998 fiscal year and the initial term of office of the third class of Directors to expire at the Annual Meeting of Stockholders to be held after the end of the Corporation's 1999 fiscal year. Commencing with the Annual Meeting of Stockholders to be held after the end of the Corporation's 1997 fiscal year, Directors elected to succeed those Directors whose terms have thereupon expired shall be elected for a term of office to expire at the third succeeding Annual Meeting of Stockholders after their election, and upon the election and qualification of their successors. If the number of Directors is changed, any

increase or decrease shall be apportioned among the classes so as to maintain or attain, if possible, the number of Directors in each class as nearly equal as reasonably possible, but in no case will a decrease in the number of Directors shorten the term of any incumbent Director.

Section 6.5. Vacancies. Any vacancies in the Board of Directors for any reason and any newly created directorships resulting by reason of any increase in the number of Directors may be filled only by the Board of Directors, acting by a majority of the remaining Directors then in office, although less than a quorum, or by a sole remaining Director, and any Directors so appointed shall hold office until the next election of the class for which such Directors have been chosen and until their successors are elected and qualified.

Section 6.6. Removal. Except as may be provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV hereof with respect to any Directors elected by the holders of such class or series, any Director, or the entire Board of Directors, may be removed from office at any time, but only for cause by the affirmative vote of the holders of at least 75% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class.

Section 6.7. Constituencies. In connection with the exercise of its or their judgment in determining what is in the best interests of the Corporation and its Stockholders, the Board of Directors of the Corporation, any committee of the Board of Directors or any individual Director may, but shall not be required to, in addition to considering the long-term and short-term interests of the Stockholders, consider all of the following factors and any other factors which it or they deem relevant: (i) the social and economic effects of the matter to be considered on the Corporation and its subsidiaries, its and their employees, customers, and creditors and the communities in which the Corporation and its subsidiaries operate or are located; and (ii) when evaluating a business combination or a proposal by another Person or Persons to make a business combination or a tender or exchange offer or any other proposal relating to a potential change of control of the Corporation, (x) the business and financial condition and earnings prospects of the acquiring Person or Persons, including, but not limited to, debt service and other existing financial obligations, financial obligations to be incurred in connection with the acquisition, and other likely financial obligations of the

acquiring Person or Persons, and the possible effect of such conditions upon the Corporation and its subsidiaries and the communities in which the Corporation and its subsidiaries operate or are located, (y) the competence, experience, and integrity of the acquiring Person or Persons and its or their management, and (z) the prospects for successful conclusion of the business combination, offer or proposal. The provisions of this Section 6.7 shall be deemed solely to grant discretionary authority to the Directors and shall not be deemed to provide to any constituency the right to be considered. The term "Person" means any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity; when two or more Persons act as a partnership, limited partnership, syndicate, or other group acting in concert for the purpose of acquiring, holding, voting or disposing of securities of the Corporation, such partnership, limited partnership, syndicate or group shall also be deemed a "Person."

ARTICLE VII
INDEMNIFICATION

Section 7.1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact:

- (a) that he or she is or was a director or officer of the Corporation, or
- (b) that he or she, being at the time a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (collectively, "another enterprise" or "other enterprise"),

whether either in case (a) or in case (b) the basis of such proceeding is alleged action or inaction (x) in an official capacity as a director or officer of the Corporation, or as a director, trustee, officer, employee or agent of such other enterprise, or (y) in any other capacity related to the Corporation or such other enterprise while so serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent not prohibited by Section 145 of the Delaware

General Corporation Law (or any successor provision or provisions) as the same exists or may hereafter be amended (but, in the case of any such amendment, with respect to actions taken prior to such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith if such person satisfied the applicable level of care to permit such indemnification under the Delaware General Corporation Law. The persons indemnified by this Article VII are hereinafter referred to as "indemnitees." Such indemnification as to such alleged action or inaction shall continue as to an indemnitee who has after such alleged action or inaction ceased to be a director or officer of the Corporation, or director, officer, employee or agent of another enterprise; and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The right to indemnification conferred in this Article VII: (i) shall be a contract right; (ii) shall not be affected adversely as to any indemnitee by any amendment of this Certificate with respect to any action or inaction occurring prior to such amendment; and (iii) shall, subject to any requirements imposed by law, this Article VII, and the By-laws, include the right to have paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition.

Section 7.2. Agents and Employees. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any employee or agent of the Corporation (or any person serving at the Corporation's request as a director, trustee, officer, employee or agent of another enterprise) or to persons who are or were a director, officer, employee or agent of any of the Corporation's affiliates, predecessor or subsidiary corporations or of a constituent corporation absorbed by the Corporation in a consolidation or merger or who is or was serving at the request of such affiliate, predecessor or subsidiary corporation or of such constituent corporation as a director, officer, employee or agent of another enterprise, in each case as determined by the Board of Directors to the fullest extent of the provisions of this Article VII in cases of the indemnification and advancement of expenses of directors and officers of the Corporation, or to any lesser extent (or greater extent, if permitted by law) determined by the Board of Directors.

Section 7.3. Undertakings for Advances of Expenses.

An advancement by the Corporation of expenses incurred by an indemnitee pursuant to clause (iii) of the last sentence of Section 7.1 (hereinafter an "advancement of expenses") shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Article VII or otherwise; provided, however, that no such advance need be made in any particular case in which the Board of Directors determines, at any time, that based on the information then known, the Director or officer is not entitled to indemnification.

Section 7.4. Partial Indemnification.

If the indemnitee is entitled under any provision of this Article VII to indemnification by the Corporation for some or a portion of the expenses, liabilities, losses, judgments, fines, penalties or ERISA excise taxes actually and reasonably incurred by him or her in the investigation, defense, appeal or settlement of any proceeding but not, however, for the total amount thereof, the Corporation shall nevertheless indemnify the indemnitee for the portion of such expenses, liabilities, losses, judgments, fines, penalties or ERISA excise taxes to which the indemnitee is entitled.

Section 7.5. Indemnification Procedure:

Determination of Right to Indemnification. (a) Promptly after receipt by the indemnitee of written notice of the commencement of any proceeding, the indemnitee will, if a claim in respect thereof is to be made against the Corporation in accordance herewith, notify the Corporation of the commencement thereof. The omission so to notify the Corporation (i) will relieve it from any liability which it may have to the indemnitee hereunder only to the extent that the Corporation is able to establish that its ability to avoid such liability was materially prejudiced by such omission and (ii) will not relieve it from any liability which it may otherwise have to the indemnitee.

(b) If a claim for indemnification under this Article VII is not paid in full by the Corporation within sixty days after it has been received in writing by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the

unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses), it shall be a defense that, and in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses only upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in Section 145 of the Delaware General Corporation Law (or any successor provision or provisions). Neither the failure of the Corporation (including the Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Section 145 of the Delaware General Corporation Law (or any successor provision or provisions), nor an actual determination by the Corporation (including the Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to have or retain such advancement of expenses, under this Article VII or otherwise, shall be on the Corporation.

(c) The Corporation shall not be obligated to indemnify or advance expenses to the indemnitee under this Article VII in connection with a proceeding (or part thereof) initiated or brought voluntarily by the indemnitee (other than to enforce the rights to indemnification hereunder) unless the initiation thereof was approved by the Board of Directors of the Corporation.

(d) In the case of a settlement of a proceeding by an indemnitee, the payment of amounts and indemnification thereof shall be approved, in advance, by the Corporation,

which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.

Section 7.6. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the Corporation or another enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Section 7.7. Binding Effect; Successors and Assigns. The indemnification and advance of expenses provided by or granted pursuant to this Article VII shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such Director or officer.

Section 7.8. Severability. In the event that any of the provisions of this Article VII (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

Section 7.9. Relationship to Other Rights and Provisions Concerning Indemnification. The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate, By-laws, agreement, vote of stockholders or disinterested directors or otherwise. The By-laws may contain such other provisions concerning indemnification, including provisions specifying reasonable procedures relating to and conditions to the receipt by indemnitees of indemnification, provided that such provisions are not inconsistent with the provisions of this Article VII.

ARTICLE VIII
LIMITATION ON LIABILITY OF DIRECTORS

As to any act or omission occurring after this provision becomes effective, a Director of the Corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article

VIII shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

ARTICLE IX
BOOKS OF THE CORPORATION

The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE X
COMPROMISE

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its Stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or Stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code, as that section may read from time to time, or any successor provision, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code, as that section may read from time to time, or any successor provision, order a meeting of the creditors or class of creditors, and/or of the Stockholders or class of Stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the Stockholders or class of Stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the Stockholders or class of Stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XI
AMENDMENT OF BY-LAWS

The Board of Directors shall have power to adopt, amend, alter, change and repeal any By-Laws of the Corporation by vote of the majority of the Board of Directors then in office. In addition to any requirements of the Delaware General Corporation Law (and notwithstanding the fact that a lesser percentage may be specified by the Delaware General Corporation Law), any adoption, amendment, alteration, change or repeal of any By-Laws by the holders of capital stock of the Corporation shall require the affirmative vote of either: (a) the holders of at least 75% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class, or (b) the holders of a majority of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting as a single class, if such adoption, amendment, alteration, change or repeal has been previously recommended by a vote of the Continuing Directors. For the purposes of this Certificate of Incorporation, Continuing Director shall mean either (x) an individual who was a member of the Board of Directors prior to the time any Person after November 20, 1996 acquired 25% or more of the voting power of any voting securities of the Corporation or (y) an individual designated (before his or her initial election as a Director) as a Continuing Director by a majority of the then Continuing Directors.

ARTICLE XII
AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation hereby 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 are granted subject to this reservation. Except as may be provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV hereof and which relate to such class or series of Preferred Stock, any amendment, alteration, change or repeal of Articles IV, V, VI, XI and XII hereof shall require the affirmative vote of either: (a) the holders of at least 75% of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class, or (b) the holders of a majority of the voting power of all of the shares of capital stock of the Corporation then entitled to vote generally in the election

of Directors, voting as a single class, if such amendment, alteration, change or repeal has been previously recommended by a vote of the Continuing Directors. Except as may be provided in a resolution or resolutions providing for any class or series of Preferred Stock pursuant to Article IV hereof and which relate to such class or series of Preferred Stock, any other amendment, alteration, change or repeal of any other provision of this Certificate of Incorporation shall require the affirmative vote of both (a) a majority of the members of the Board of Directors then in office and (b) a majority of the voting power of all of the shares of capital stock of the Corporation entitled to vote generally in the election of Directors, voting together as a single class.

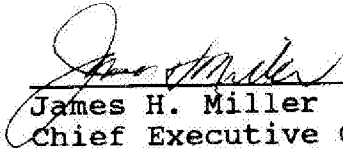
ARTICLE XIII
SEVERABILITY

In the event that any of the provisions of this Certificate of Incorporation (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

* * *

I, **THE UNDERSIGNED**, being the duly elected Chief Executive Officer of the Corporation, do on behalf of the Corporation make this First Amended and Restated Certificate of Incorporation of the Corporation, hereby declaring and certifying, under penalties of perjury, that this is the act and deed of the Corporation and that the facts herein stated are true, and accordingly have hereunto set my hand this 20th day of Nov., 1996.

By: _____


James H. Miller
Chief Executive Officer

SURVIVAL TECHNOLOGY, INC.

CERTIFICATE OF AMENDMENT
OF
FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

SURVIVAL TECHNOLOGY, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The Board of Directors of the Corporation, by unanimous written consent, in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, duly adopted a resolution in accordance with Section 242 of the General Corporation Law of the State of Delaware proposing, declaring advisable and recommending an amendment to the First Amended and Restated Certificate of Incorporation of the Corporation. The resolution setting forth the proposed amendment is as follows:

NOW THEREFORE
BE IT
RESOLVED:

That the Board of Directors of the Corporation hereby proposes and declares advisable that, assuming Brunswick Biomedical Corporation merges with and into the Corporation, then immediately after the effective time of such merger Article I of the First Amended and Restated Certificate of Incorporation of the Corporation be amended so that it shall read:

ARTICLE I
NAME

The name of the Corporation is
Meridian Medical Technologies, Inc.
(the "Corporation").

SECOND: That the annual meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares were voted in favor of said amendment.

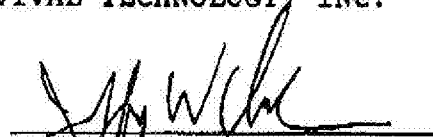
THIRD: The aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: This certificate of amendment is to become effective at 4:00 p.m. on November 20, 1996.

IN WITNESS WHEREOF, the undersigned, SURVIVAL TECHNOLOGY, INC., has caused this Certificate of Amendment of First Amended and Restated Certificate of Incorporation to be executed on its behalf by its Chief Financial Officer and Senior Vice President - Finance and attested by its Assistant Secretary as of this 20th day of November, 1996.

SURVIVAL TECHNOLOGY, INC.

By:


Jeffrey W. Church
Chief Financial Officer
and Senior Vice President -
Finance

Attest:


J. Chontelle Woodward
Assistant Secretary

CERTIFICATE OF MERGER
OF
MERLIN 2002 ACQUISITION CORP.
WITH AND INTO
MERIDIAN MEDICAL TECHNOLOGIES, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Meridian Medical Technologies, Inc., a Delaware corporation ("Meridian"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

Name	State of Incorporation
Merlin 2002 Acquisition Corp.	Delaware
Meridian Medical Technologies, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of October 19, 2002 (the "Merger Agreement"), among Merlin 2002 Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of King Pharmaceuticals, Inc., a Tennessee corporation, and Meridian, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation of the merger is Meridian Medical Technologies, Inc. (the

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"Surviving Corporation").

FOURTH: The First Amended and Restated Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time (as defined below), shall be amended at the Effective Time so that it is identical to the "Restated Certificate of Incorporation of Meridian Medical Technologies, Inc." that is attached to this Certificate of Merger as Exhibit A, and, as so amended, such Restated Certificate of Incorporation shall be the Restated Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, located at 10240 Old Columbia Road, Columbia, MD 21046.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.


SEVENTH: This Certificate of Merger, and the merger provided for herein, shall become effective at the time this Certificate of Merger is filed with the Delaware Secretary of State (the "Effective Time").

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IN WITNESS WHEREOF, Meridian has caused this
Certificate of Merger to be executed as of January 8, 2003.

MERIDIAN MEDICAL TECHNOLOGIES, INC.,

by


Name: Steven M. Adler
Title: President and Chief Executive
Officer

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EXHIBIT A

Restated Certificate of Incorporation
of Meridian Medical Technologies, Inc.

FIRST: The name of the corporation (hereinafter called the "Corporation") is MERIDIAN MEDICAL TECHNOLOGIES, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: 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.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

SIXTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware as it now exists and as it may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that nothing in this Article SIXTH shall eliminate or limit the liability of a director or officer (i) for any breach of the director's or officer'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) pursuant to Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director or officer derived an improper personal benefit. No amendment to or repeal of this Article SIXTH shall apply to

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or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

SEVENTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Section. Such indemnification shall be mandatory and not discretionary. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Any repeal or modification of this Article SEVENTH shall not adversely affect any right to indemnification of any persons existing at the time such repeal or modification with respect to any matter occurring prior to such repeal or modification.

EIGHTH: Unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

**CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND
REGISTERED OFFICE**

Meridian Medical Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

That the registered office of the corporation in the state of Delaware is hereby changed to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle.

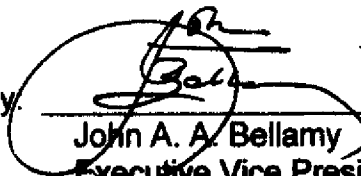
That the registered agent of the corporation is hereby changed to THE CORPORATION TRUST COMPANY, the business address of which is identical to the aforementioned registered office as changed.

That the changes in the registered office and registered agent of the corporation as set forth herein were duly authorized by resolution of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed by an authorized officer, this 9th day of December, 2003.

MERIDIAN MEDICAL TECHNOLOGIES, INC.

By.



John A. A. Bellamy
Executive Vice President &
General Counsel

*Any authorized officer or the chairman or Vice-Chairman of the Board of Directors may execute this certificate.

STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE

The Board of Directors of MERIDIAN MEDICAL TECHNOLOGIES, INC.,
a Delaware Corporation, on this 8th day of
December, A.D. 2006, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is 2711 Centerville Road, Suite 400
Street, in the City of Wilmington, DE
County of New Castle Zip Code 19808.

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is Corporation Service Company

The Corporation does hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 8th day of December,
A.D., 2006.

By: 
Authorized Officer

Name: William L. Phillips III
Print or Type
Title: Assistant Secretary

STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE

The Board of Directors of Meridian Medical Technologies, Inc.,
a Delaware Corporation, on this 31st day of
March, A.D. 2011, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is Corporation Trust Center
1209 Orange Street, in the City of Wilmington,
County of New Castle Zip Code 19801.

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is _____
THE CORPORATION TRUST COMPANY

The Corporation does hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 20th day of April,
A.D., 2011.

By: Susan Grant
Authorized Officer

Name: Susan Grant
Print or Type

Title: Assistant Secretary