

RE

09-25-1998



100838092

EET

To the Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

RECEIVED

1998 SEP 21 PM 3:05

OPR/FINANCE

1. Name of conveying party(ies):
Ralin, Inc. **9-21-98**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Oregon
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Ralin Medical, Inc.
Internal Address:
Street Address: 1371 A Abbott Court
City: Buffalor Grove State: IL Zip: 60089

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

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: July 17, 1995 _____

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,748,326
1,748,326

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: LEYDIG, VOIT & MAYER, LTD.
Attention: Lynn A. Sullivan
Internal address:
Street Address: 180 North Stetson
Two Prudential Plaza, Suite 4900
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:**1**

7. Total Fee (37 CFR 3.41)**\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 12-1216
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lynn A. Sullivan
Name of Person Signing

9/17/98

Total number of pages including cover sheet, attachments, and document: **5**

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4, Rm. 335

0000004 1748326 40.00 EP 09/24/1998 TRM 1 01 FC:481

Submit the original
and one true copy
0.00

Survivor's Registry Number:

46710984



Corporation Division - Business Registry
Public Service Building
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 986-2200 Facsimile (503) 378-4381

THIS SPACE FOR OFFICE USE ONLY

FILED

JUL 10 1995

SECRETARY OF STATE

ARTICLES OF MERGER

Business and/or Nonprofit Corporations

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

Names of the corporations proposing to merge:

A. Ralin, Inc.

B. Ralin Medical, Inc.

Name of the surviving corporation: Ralin Medical, Inc.

A copy of the plan of merger is attached.

Corporation A - check the appropriate statement:

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The vote was as follows:

Corporation A a business corporation	Class(es) entitled to vote	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against
	Common	61,253,520	61,253,520	44,766,669	0

Corporation A a nonprofit corporation	Class(es) or series of shares	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Corporation B - check the appropriate statement:

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
- Shareholder/membership approval was required. The vote was as follows:

Corporation B a business corporation	Class(es) entitled to vote	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Corporation B a nonprofit corporation	Class(es) or series of shares	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Signature for
surviving
corporation

L. Peter Smith
Signature

L. Peter Smith
Printed name

President
Title

Person to contact about this filing:

Gail M. Friedman

(312) 245-8756

Name

Daytime phone number

ALL CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

(11/93)

PLAN OF MERGER

PLAN OF MERGER ("Agreement") dated this 7th day of July 1995, by and between RALIN MEDICAL, INC., a Delaware corporation ("Surviving Corporation"), and RALIN, INC., an Oregon corporation ("Merging Corporation"), said corporations being hereinafter sometimes referred to as the "Constituent Corporations."

WHEREAS, the Board of Directors of the Merging Corporation deems it advisable for the general welfare and advantage of the Constituent Corporations that the Merging Corporation merge with and into the Surviving Corporation pursuant to this Agreement and the applicable laws of the State of Delaware:

NOW, THEREFORE, the Constituent Corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Surviving Corporation hereby merges into itself the Merging Corporation and said Merging Corporation, shall be and hereby is merged into the Surviving Corporation which shall be the surviving corporation.

SECOND: The terms and conditions of the merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of the State of Delaware.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or

cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interests and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

THIRD: The manner of converting the outstanding shares of the capital stock of the Constituent Corporations shall be as follows:

(a) Each ten shares of common stock of the Merging Corporation, which shall be issued and outstanding on the effective date of the merger, shall become one share of common stock of the Surviving Corporation.

(b) Each ten shares of preferred stock of the Merging Corporation, which shall be issued and outstanding on the effective date of the merger, shall become one share of preferred stock of the Surviving Corporation having the same rights, preferences and privileges as provided in the Articles of Incorporation of Merging Corporation.

(c) Fractional shares of capital stock shall not be issued. Holders who would otherwise be entitled to fractional shares will receive payment in cash from the Merging Corporation for such fraction on the basis of \$1.90 per share.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any Constituent Corporation at any time prior to the date of filing the Agreement (or a certificate of merger in lieu thereof) with the Secretary of State. The Board of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of the Agreement (or a certificate of merger in lieu thereof) with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any Constituent Corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change in any material respect any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such Constituent Corporation.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement on the date and year first written above.

RALIN MEDICAL, INC.

By: L. P. Quinn

Its: President

RALIN, INC.

By: L. P. Quinn

Its: President

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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- Other _____
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Two Prudential Plaza, Suite 4900

City: Chicago State: IL Zip: 60601

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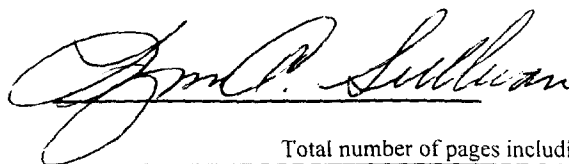
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