

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Smiths Medical MD, Inc.		07/31/2009	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Smiths Medical ASD, Inc.
Street Address:	1265 Grey Fox Road
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55112
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 35**

Property Type	Number	Word Mark
Registration Number:	1267845	PORT-A-CATH
Registration Number:	1547216	CADD
Registration Number:	3201977	CADD
Registration Number:	1351529	DELTEC
Registration Number:	1393140	DELTEC
Registration Number:	1467159	CADD-PCA
Registration Number:	1749329	CADD-TPN
Registration Number:	1622284	CATH-FINDER
Registration Number:	1808407	FLUORO-FREE
Registration Number:	1713390	GRIPPER
Registration Number:	1641168	P.A.S. PORT
Registration Number:	1879168	POLYFLOW
Registration Number:	1594050	SECUR SITE

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**900147271**

**TRADEMARK  
 REEL: 004093 FRAME: 0731**

Registration Number:	1573148	ULTRA-LOCK
Registration Number:	2109395	CADD-PRIZM
Registration Number:	2973702	COZMORE
Registration Number:	2068470	
Registration Number:	2071091	
Registration Number:	2071087	
Registration Number:	2068465	
Registration Number:	2046566	CLINICATH
Registration Number:	2168167	WIDESITE
Registration Number:	2352296	CADD-DIPLOMAT
Registration Number:	2388460	CADD-LEGACY
Registration Number:	2597848	EXCALIBUR
Registration Number:	2722743	SLIDELOCK
Registration Number:	2764789	TRUFLOW
Registration Number:	2770138	DELTEC COZMO
Registration Number:	2787308	DELTEC COZMO
Registration Number:	2878714	YOU & DELTEC COZMO
Registration Number:	2978834	CADD-SENTRY
Registration Number:	2979217	COZMONITOR
Registration Number:	3030639	MEAL MAKER
Registration Number:	3154910	CLEO
Registration Number:	3250018	CADD-MS

**CORRESPONDENCE DATA**

Fax Number: (703)739-2815  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: iprecordals@cpaglobal.com  
 Correspondent Name: CPA Global  
 Address Line 1: Liberation House  
 Address Line 2: Castle Street  
 Address Line 4: St. Helier, JERSEY JE1 1BL

NAME OF SUBMITTER:	Michelle Teixeira
Signature:	M/J/TEIXEIRA
Date:	11/10/2009

Total Attachments: 4  
 source=Merger doc - SM MD to SM ASD#page1.tif

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source=Merger doc - SM MD to SM ASD#page3.tif  
source=Merger doc - SM MD to SM ASD#page4.tif

# Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

*This public document:*

2. *has been signed by Jeffrey W. Bullock*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

## Certified

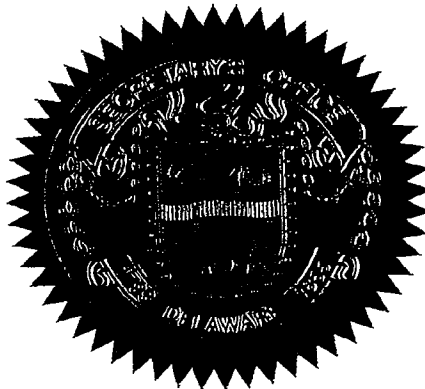
5. *at Dover, Delaware*

6. *the twelfth day of October, A.D. 2009*

7. *by Secretary of State, Delaware Department of State*

8. *No. 0397783*

9. *Seal/Stamp:*



10. *Signature:*

*Jeffrey W. Bullock*  
Secretary of State

# Delaware

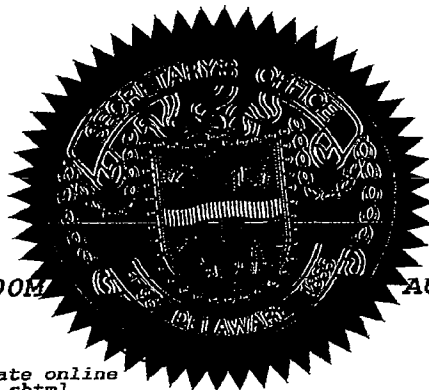
PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SMITHS MEDICAL MD, INC.", A MINNESOTA CORPORATION,  
WITH AND INTO "SMITHS MEDICAL ASD, INC." UNDER THE NAME OF "SMITHS MEDICAL ASD, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2009, AT 11:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF JULY, A.D. 2009, AT 11:59 O'CLOCK P.M.



2059958 8100M

090925642

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7576984

DATE: 10-12-09

TRADEMARK  
REEL: 004093 FRAME: 0735

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:15 AM 07/31/2009  
FILED 11:15 AM 07/31/2009  
SRV 090743632 - 2059958 FILE

**CERTIFICATE OF MERGER**

**OF**

**SMITHS MEDICAL MD, INC.**  
**(a Minnesota corporation)**

**WITH AND INTO**

**SMITHS MEDICAL ASD, INC.**  
**(a Delaware corporation)**

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), Smiths Medical ASD, Inc., a Delaware corporation (the "Company"), 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:

<u>Name</u>	<u>State of Incorporation</u>
Smiths Medical ASD, Inc.	Delaware
Smiths Medical MD, Inc.	Minnesota

SECOND: An Agreement of Merger, dated as of July 31, 2009 (the "Merger Agreement"), by and between the Company and Smiths Medical MD, Inc, a Minnesota corporation ("Smiths MD"), 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 Smiths Medical ASD, Inc. (the "Surviving Corporation").

FOURTH: The authorized capital stock of Smiths MD consists of 15,000,000 shares of common stock, \$0.01 par value per share, of which 10,000,000 are designated as Class A Common Stock and 3,000,000 as Class B Common Stock.

FIFTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Company except that Article 4 of the Certificate of Incorporation of the Surviving Corporation shall read as follows: "The total number of shares of stock which the corporation shall have authority to issue is Two Hundred Thousand (200,000) and the par value of each such shares is One Dollar (\$1.00) amounting in the aggregate to Two Hundred Thousand Dollars (\$200,000)."

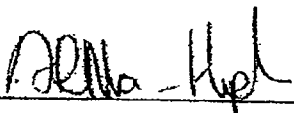
SIXTH: The executed Merger Agreement is on file at the office of the Surviving Corporation, located at 160 Weymouth Street, Rockland, Massachusetts 02370.

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

EIGHTH: This Certificate of Merger, and the merger provided for herein, shall become effective at 11:59 p.m. United States Eastern Time on July 31, 2009.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed as of the 31 day of July, 2009.

SMITHS MEDICAL ASD, INC.

By: 

Name: Stuart Morris-Hipkins

Title: President