

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
	Smiths Medical MD, Inc.		07/31/2009
			Entity Type
			CORPORATION: MINNESOTA
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: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2598748	PROPORT
CORRESPONDENCE DATA			
Fax Number:	2024084400		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	2024084000		
Email:	docketing@finnegan.com		
Correspondent Name:	Julia Anne Matheson		
Address Line 1:	Finnegan, Henderson, Farabow, et al.		
Address Line 2:	901 New York Avenue, NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001-4413		
ATTORNEY DOCKET NUMBER:	11085.0157-00000		
NAME OF SUBMITTER:	Julia Anne Matheson		

Signature:	/julia anne matheson/
Date:	07/09/2012
Total Attachments: 4 source=Certificate of Merger#page1.tif source=Certificate of Merger#page2.tif source=Certificate of Merger#page3.tif source=Certificate of Merger#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

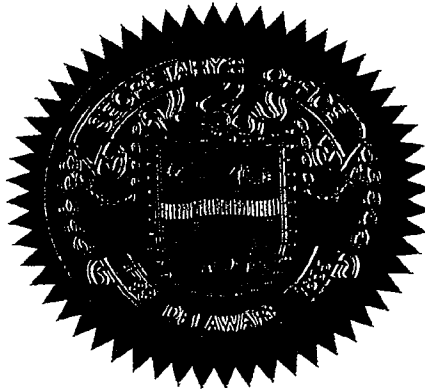
5. *at Dover, Delaware*

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

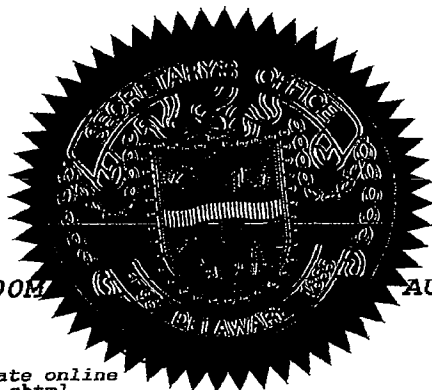
PAGE 1

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

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7576984

DATE: 10-12-09

TRADEMARK
REEL: 004816 FRAME: 0962

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)."

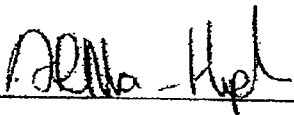
SIXTH: The executed Merger Agreement is on file at the office of the Surviving Corporation, located at 160 Weymouth Street, Rockland, Massachusetts 02370.

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