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MED 6-22-98 R 07-09-1998 EET



To the Honorable Commissioner of Patents a
Unless filed with a new application, mail to: BOX

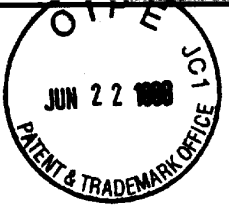
100757668

original documents or copy thereof.
Trademarks, Washington, D.C. 20231.

1. Name of conveying party(ies):

MED-PRO DESIGN, INC.

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



2. Name and address of receiving party(ies):

Name: VAS-CATH INCORPORATED
Address: 2380 Tedlo Street
Mississauga, Ontario
CANADA L5A 3V3

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Articles of Amalgamation

Execution Date: February 26, 1997

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:
A. U.S. Patent Application No.(s)
B. U.S. Patent No.(s)

5,350,358

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed:

Kent S. Burningham, Esq.
TRASK, BRITT & ROSSA
525 South 300 East
Salt Lake City, UT 84110-2550

Attorney Docket No. 2409.3276US

6. Total number of U.S. applications and U.S. patents involved:

7. Total fee (37 C.F.R. § 3.41) \$ 40.00
(\$40.00 times number in box 6)
Check No. 9980 is enclosed in this amount.

8. The Commissioner is hereby authorized to charge any deficiency or credit any overpayment to Deposit Account No. 20-1469.

07/06/1998 BCOATES 00000190 5350358 DO NOT USE THIS SPACE
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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct.

Kent S. Burningham _____ June 17, 1998
Name of Person Signing Signature Date
Reg. No. 30,453 Total number of pages including cover sheet, attachments and document: 19



Ministère de
la Consommation
et du Commerce

Division des affaires commerciales
Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2

Business and
Commercial Relations

Business Division
Companies Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

17 Copie certifiée conforme de
Certified a true copy of
page(s) of document(s) from
des dossiers de la Direction des
the records of the Companies
Branch of the Province of
Ontario.

em D. L. W.

Contrôleur des Dossiers
DIRECTION DES COMPAGNIES
MINISTÈRE DE LA CONSOMMATION
ET DU COMMERCE
TORONTO, ONTARIO

Controllor of Records
COMPANIES BRANCH
MINISTRY OF CONSUMER
AND COMMERCIAL RELATIONS
TORONTO, ONTARIO

Ministère
 GATE
 MARCH 01 MARS, 1997

la Consommation
 et du Commerce
CERTIFICAT
 Ceci certifie que les présents
 statuts ontrent en vigueur le

Ontario Corporation Number
 Numéro de la compagnie en Ontario
1225385

and D. Hill
 Director / Directeur
 Business Corporations Act / Loi de sur les compagnies

Trans Code A 19	Line No. 0 20	Stat. 0 28	Comp Type A 29	Method Inscrp. 3 30	Share S 31
Notice Rec'd N 32	Jurisdiction ONTARIO 33			A 37	

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

Form 4
 Business
 Corporations
 Act
 Formule
 num. 0 4
 S.C.I.
 sur les
 compagnies

1. The name of the amalgamated corporation is: Dénomination sociale de la compagnie issue de la fusion:

V	A	S	-	C	A	T	H	I	N	C	O	R	P	O	R	A	T	E	D
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

2. The address of the registered office is: Adresse du siège social:

SUITE 1500, 2 FIRST CANADIAN PLACE, EXCHANGE TOWER

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureau, numéro du bureau)

TORONTO, ONTARIO

M	5	X	1	J	5
---	---	---	---	---	---

(Name of Municipality or Post Office)
 (Nom de la municipalité ou du bureau de poste)

(Postal Code)
 (Code postal)

CITY OF TORONTO

in

**MUNICIPALITY OF
 METROPOLITAN TORONTO**

(Name of Municipality, Geographic Township)
 (Nom de la municipalité, du canton)

(County, District or Regional Municipality)
 (Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: Nombre (ou nombres minimal et maximal) d'administrateurs:

**MINIMUM: ONE (1)
 MAXIMUM: TEN (10)**

4. The director(s) is/are: Administrateur(s):

First name, initials and last name Prénom, initiales et nom de famille	Residence address, giving Street & No. or R.R. No., Municipality and Postal Code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident Canadien Oui/Non
Richard A. Flink	730 Central Avenue Murray Hill, New Jersey, U.S.A. 07974	No
Canute Distin	148 Spadina Road Richmond Hill, Ontario L4B 2V2	Yes
William Midgette	2345 Stanfield Road Mississauga, Ontario L4Y 3Y3	Yes
Jonathan Last	3173 Keynes Crescent Mississauga, Ontario L5N 2Z9	Yes

5. (A) The amalgamating corporations were seen July adopted by the directors of each of the amalgamating corporations as required by subsection 176(4) of the Business Corporations Act of the same date as set out below.

(A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

(B) The amalgamating corporations were approved by the directors of each amalgamating corporation by a resolution as required by subsection 177 of the Business Corporations Act of the same date as set out below. The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

1107403 Ontario, Limited

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
1107403 Ontario Limited	1107403	February 26, 1997
Vas-Cath Holdings Ltd.	975262	February 26, 1997
Vas-Cath Incorporated	405752	February 26, 1997
Med-Pro Design Inc.	815494	February 26, 1997

restrictions, if any, on ~~the~~ the corporation
may carry on or ~~at~~ the corporation
exercise.

Limites, s'il y a lieu, imposées aux activités commerciales
ou aux pouvoirs de la compagnie.

There are no restrictions on the business the Corporation
may carry on or at the powers the Corporation may exercise.

- 7. The classes and any ~~minimum~~ number of shares that the corporation is ~~authorized~~ to issue: Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue:

- (a) an unlimited number of shares of one class which shall be designated as "common shares" which common shares may be issued for such consideration as the board of directors of the Corporation may from time to time by resolution determine; and
- (b) 1,000 shares of a second class designated as Preferred Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

See pages 4A, 4B and 4C attached

Common SharesDividends

The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine.

(b) Voting Rights

The holders of the Common Shares shall be entitled to receive notice of and to attend and vote at all meeting of the shareholders of the corporation and each Common Share held shall confer the right to one (1) vote in person or by proxy at all meeting of the shareholders of the Corporation.

(c) Return of Capital

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the property or assets of the Corporation among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the dissolution of the Corporation.

2. Preferred Shares(a) Dividends

The holders of the Preferred Shares shall be entitled to receive non-cumulative, cash dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Preferred Shares, the board of directors may in their sole discretion declare dividends on the Preferred Shares to the exclusion of any other class of shares of the Corporation.

(b) Voting Rights

The holders of the Preferred Shares shall not be entitled to receive notice of or to attend or vote at any meeting of the shareholders of the Corporation.

The holders of the Preferred Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act, 1990, as now enacted or as the same may from time to time be amended, re-enacted or replaced.

(c) Redemption

The Corporation may, upon giving notice as hereinafter provided, redeem, at any time and from time to time, all or any part of the then outstanding Preferred Shares on payment to the holders(s) of such Preferred Shares called for redemption of an amount per Preferred Share equal to \$10,076 plus all declared and unpaid dividends thereon, the whole constituting and being herein referred to as the "Redemption Amount".

In the case of redemption of Preferred Shares, the Corporation shall at least 10 days before the date specified for redemption mail to each person who at the date of mailing is a holder of Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preferred Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such holder at his address as it appears on the records of the Corporation or in the event of the address of any such holder not so appearing then to the last known address of such holder; provided, however, that accidental failure to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the Redemption Amount per Preferred Share, the number of Preferred Shares called for redemption and the date on which redemption is to take place. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Preferred shares to be redeemed the aggregate Redemption Amount in respect of all Preferred Shares being redeemed on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Preferred Shares called for redemption. Such payment shall be made by certified cheque payable to or to the holders of the Preferred Shares called for redemption. From and after the date specified for redemption in any such notice the holders of the Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Preferred Shares in respect thereof unless payment of the Redemption Amount is not made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders of the said Preferred Shares shall remain unaffected.

(d) Retraction

A holder of Preferred Shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Business Corporations Act as now enacted or as the same may from time to time be amended, re-enacted or replaced, at any time or times, all or any part of the Preferred Shares held by such holder by tendering to the Corporation at its registered office a share certificate or certificates representing the Preferred Shares which the holder desires to have the Corporation redeem together with a request in writing specifying (i) that the holder desires to have the Preferred Shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day (herein referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Preferred Shares. The Redemption Date shall be not less than 10 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Preferred Shares which the holder desires to have the Corporation redeem together with such a request the Corporation shall on the Redemption Date redeem such Preferred Shares by paying to such holder the aggregate Redemption Amount (as that term is defined in 2(c) above) in respect of all Preferred Shares being redeemed. Such payment shall be made by certified cheque payable to or to the order of the holder(s) of the Preferred Shares being redeemed. The said Preferred Shares shall be redeemed on the Redemption Date and from and after the Redemption Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of a holder of Preferred Shares in respect thereof unless payment of the Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of the said Preferred Shares shall remain unaffected.

(e) Return of Capital

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the property or assets of the Corporation among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, the holders of the Preferred Shares shall be entitled to receive out of the property and assets of the Corporation an amount equal to the aggregate Redemption Amount in respect of all Preferred Shares held by them respectively before any amount shall be paid or distributed to the holders of Common shares or any other shares ranking junior to the holders of the Preferred Shares.

After payment to the holders of the Preferred Shares of the amounts above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

PATENT

REEL: 9279 FRAME: 0709

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

5.

The right to transfer shares of the Corporation shall be restricted in that no shareholder of the Corporation shall be entitled to transfer any share or shares of the Corporation without either:

- (a) the consent of the holders of more than 50 percent of the Common Shares for the time being outstanding expressed by a resolution passed by the votes of the holders of more than 50 percent of the Common Shares for the time being outstanding at a meeting of the holders of Common Shares or by a resolution in writing signed by all of the holders of the Common Shares for the time being outstanding or by an instrument or instruments in writing signed by the holders of more than 50 percent of the Common Shares for the time being outstanding; or
- (b) the consent of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors of the Corporation or by a resolution in writing signed by all the directors of the Corporation or by an instrument in writing signed by a majority of the directors of the Corporation.

10. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is hereby limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) The directors of the Corporation may, without authorization of the shareholders, from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

6

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

1107403 ONTARIO LIMITED

Per: 

Richard A. Flink, Director

VAS-CATH HOLDINGS LTD

Per: 

Richard A. Flink, Director

VAS-CATH INCORPORATED

Per: 

Richard A. Flink, Director

MED-PRO DESIGN INC.

Per: 

Richard A. Flink, Director

SCHEDULE "A"

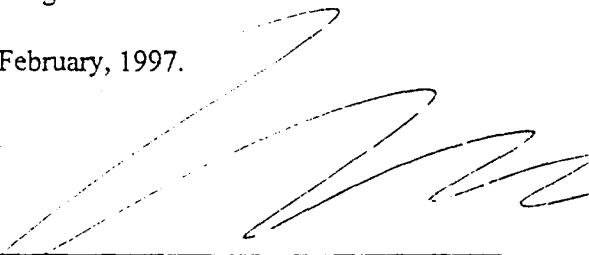
DIRECTOR'S STATEMENT

**(Pursuant to Subsection 178(2) of the
Business Corporations Act)**

I, **Richard A. Flink**, of the City of Murray Hill, in the State of New Jersey, hereby certify and state as follows:

1. This Statement is made pursuant to Subsection 178(2) of the Business Corporations Act.
2. I am a director of 1107403 Ontario Limited (hereinafter referred to as the "Amalgamating Corporation") and as such have knowledge of the Amalgamating Corporation's affairs.
3. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that,
 - (a) the Amalgamating Corporation is and the corporation to be formed by the amalgamation will be able to pay its liabilities as they become due, and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

This statement is made the 26th day of February, 1997.



Richard A. Flink

SCHEDULE "A"

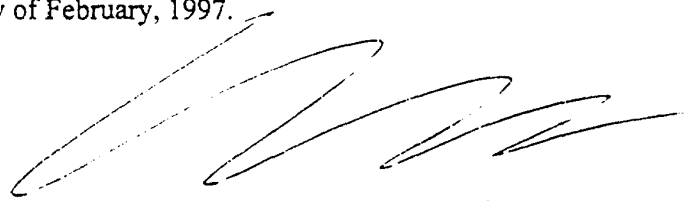
DIRECTOR'S STATEMENT

**(Pursuant to Subsection 178(2) of the
Business Corporations Act)**

I, Richard A. Flink, of the City of Murray Hill, in the State of New Jersey, hereby certify and state as follows:

1. This Statement is made pursuant to Subsection 178(2) of the Business Corporations Act.
2. I am a director of Vas-Cath Holdings Ltd. (hereinafter referred to as the "Amalgamating Corporation") and as such have knowledge of the Amalgamating Corporation's affairs.
3. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that,
 - (a) the Amalgamating Corporation is and the corporation to be formed by the amalgamation will be able to pay its liabilities as they become due, and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

This statement is made the 26th day of February, 1997.



Richard A. Flink

SCHEDULE "A"

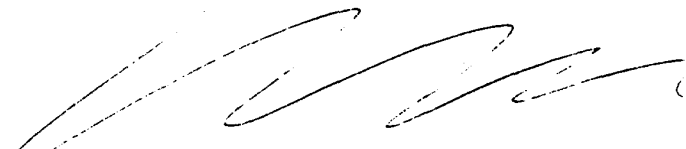
DIRECTOR'S STATEMENT

**(Pursuant to Subsection 178(2) of the
Business Corporations Act)**

I, Richard A. Flink, of the City of Murray Hill, in the State of New Jersey, hereby certify and state as follows:

1. This Statement is made pursuant to Subsection 178(2) of the Business Corporations Act.
2. I am a director of Vas-Cath Incorporated (hereinafter referred to as the "Amalgamating Corporation") and as such have knowledge of the Amalgamating Corporation's affairs.
3. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that,
 - (a) the Amalgamating Corporation is and the corporation to be formed by the amalgamation will be able to pay its liabilities as they become due, and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

This statement is made the 26th day of February, 1997.



Richard A. Flink

SCHEDULE "A"

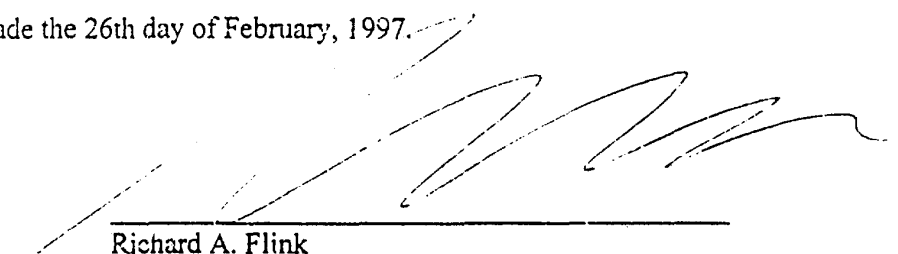
DIRECTOR'S STATEMENT

**(Pursuant to Subsection 178(2) of the
Business Corporations Act)**

I, Richard A. Flink, of the City of Murray Hill, in the State of New Jersey, hereby certify and state as follows:

1. This Statement is made pursuant to Subsection 178(2) of the Business Corporations Act.
2. I am a director of Med-Pro Design Inc. (hereinafter referred to as the "Amalgamating Corporation") and as such have knowledge of the Amalgamating Corporation's affairs.
3. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that,
 - (a) the Amalgamating Corporation is and the corporation to be formed by the amalgamation will be able to pay its liabilities as they become due, and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.

This Statement is made the 26th day of February, 1997.


Richard A. Flink

SCHEDULE "B"


**CERTIFIED COPY OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
1107403 ONTARIO LIMITED
(the "Corporation")**

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation with Vas-Cath Holdings Ltd., Vas-Cath Incorporated and Med-Pro Design Inc. be and the same is hereby approved.
2. The shares of Vas-Cath Holdings Ltd., Vas-Cath Incorporated and Med-Pro Design Inc. shall be cancelled without any repayment of capital in respect thereof and the articles of the Corporation shall be the articles of the amalgamated corporation.
3. The by-laws of the Corporation shall be the by-laws of the amalgamated corporation.
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
5. Any one officer or director of the Corporation be and he is hereby authorized and directed for and on behalf of the Corporation to execute and deliver the aforesaid articles of amalgamation, the requisite statement under section 178(2) of the Business Corporations Act and to execute and deliver and to do such other things as he may deem necessary and appropriate to effect the transactions contemplated herein.

The undersigned, a Director of the Corporation, hereby certifies that the foregoing is a true copy of a resolution of the Board of Directors of the Corporation, duly passed by the Board of Directors, which resolution is at the date hereof in full force and effect, unamended.

DATED the 26th day of February, 1997.



Richard A. Flink

SCHEDULE "B"

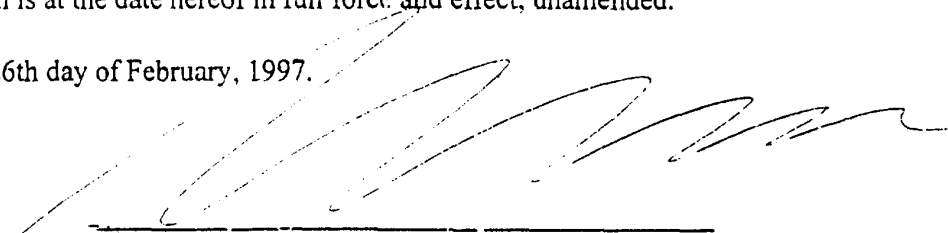
**CERTIFIED COPY OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
VAS-CATH HOLDINGS LTD.
(the "Corporation")**

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation with 1107403 Ontario Limited, Vas-Cath Incorporated and Med-Pro Design Inc. be and the same is hereby approved.
2. All the outstanding common shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The draft articles of amalgamation in the form presented to the Board, being in the form of the articles of 1107403 Ontario Limited and the by-laws of 1107403 Ontario Limited shall be the articles and the by-laws of the amalgamated corporation.
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
5. Any one officer or director of the Corporation be and he is hereby authorized and directed for and on behalf of the Corporation to execute and deliver the aforesaid articles of amalgamation, the requisite statement under section 178(2) of the Business Corporations Act and to execute and deliver and to do such other things as he may deem necessary and appropriate to effect the transactions contemplated herein.

The undersigned, a director of the Corporation, hereby certifies that the foregoing is a true copy of a resolution of the Board of Directors of the Corporation, duly passed by the Board of Directors, which resolution is at the date hereof in full force and effect, unamended.

DATED the 26th day of February, 1997.



Richard A. Flink

SCHEDULE "B"

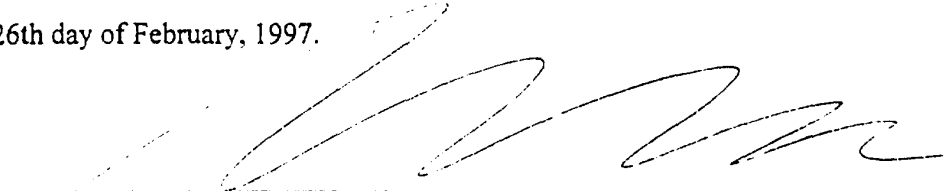
**CERTIFIED COPY OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
VAS-CATH INCORPORATED
(the "Corporation")**

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation with 1107403 Ontario Limited, Vas-Cath Holdings Ltd. and Med-Pro Design Inc. be and the same is hereby approved.
2. All the outstanding common shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The draft articles of amalgamation in the form presented to the Board, being in the form of the articles of 1107403 Ontario Limited and the by-laws of 1107403 Ontario Limited shall be the articles and the by-laws of the amalgamated corporation.
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
5. Any one officer or director of the Corporation be and he is hereby authorized and directed for and on behalf of the Corporation to execute and deliver the aforesaid articles of amalgamation, the requisite statement under section 178(2) of the Business Corporations Act and to execute and deliver and to do such other things as he may deem necessary and appropriate to effect the transactions contemplated herein.

The undersigned, a director of the Corporation, hereby certifies that the foregoing is a true copy of a resolution of the Board of Directors of the Corporation, duly passed by the Board of Directors, which resolution is at the date hereof in full force and effect, unamended.

DATED the 26th day of February, 1997.


Richard A. Flink

SCHEDULE "B"

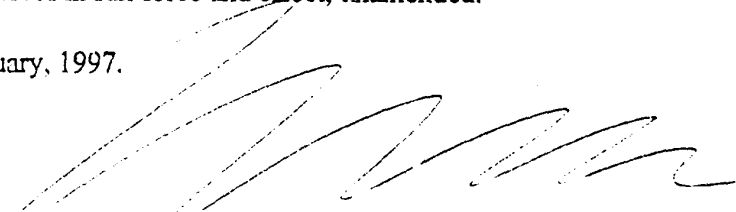
**CERTIFIED COPY OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
MED-PRO DESIGN INC.
(the "Corporation")**

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation with 1107403 Ontario Limited, Vas-Cath Holdings Ltd. and Vas-Cath Incorporated be and the same is hereby approved.
2. All the outstanding common shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The draft articles of amalgamation in the form presented to the Board, being in the form of the articles of 1107403 Ontario Limited and the by-laws of 1107403 Ontario Limited shall be the articles and the by-laws of the amalgamated corporation.
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
5. Any one officer or director of the Corporation be and he is hereby authorized and directed for and on behalf of the Corporation to execute and deliver the aforesaid articles of amalgamation, the requisite statement under section 178(2) of the Business Corporations Act and to execute and deliver and to do such other things as he may deem necessary and appropriate to effect the transactions contemplated herein.

The undersigned, a director of the Corporation, hereby certifies that the foregoing is a true copy of a resolution of the Board of Directors of the Corporation, duly passed by the Board of Directors, which resolution is at the date hereof in full force and effect, unamended.

DATED the 26th day of February, 1997.



Richard A. Flink



PATENT APPLICATION
Docket No.: 13799.10.1

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re United States Patent No.)
)
5,350,358)
)
Issue Date: September 27,, 1994)
)
Inventor: Geoffrey S. Martin)
)
From Serial No.: 08/723,842)
)
Filed: September 27, 1996)
)
For: BENT CO-AXIAL CATHETER)

CERTIFICATE OF DEPOSIT UNDER 37 C.F.R. § 1.8

The Honorable Commissioner of Patents
and Trademarks
Washington, D. C. 20231

Sir:

I hereby certify that this document and the materials listed below as transmitted for filing in the above-captioned application are being deposited with the United States Postal Service as first class mail, postage prepaid, in an envelope addressed to: The Honorable Commissioner of Patents and Trademarks, Washington, D. C. 20231.