

3-19-99

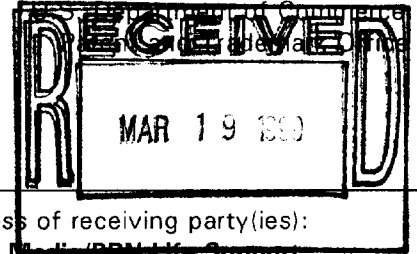
Form PTO-1595

04-02-1999



101003896

EET



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

1. Name of conveying party(ies):  
**Veritas Enterprises, Inc.**

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

2. Name and Address of receiving party(ies):  
Name: **Mediq/PRN Life Support Services, Inc.**  
[Assignee]

Internal Address: \_\_\_\_\_

Street Address: **One Mediq Plaza**  
City: **Pennsauken**  
State: **NJ**      Zip: **08110**

Additional name(s) & addresses attached?  
 Yes       No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement      Other:  
 Change of Name      Execution Date: **February 1, 1999**

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. Patent Application No.(s)	B. Patent No.(s)
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>5,680,662</b>

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

Name: **Janet V. Hallahan**  
**Dechert Price & Rhoads**  
 Street Address: **4000 Bell Atlantic Tower**  
**1717 Arch Street**  
 City: **Philadelphia** State: **PA** Zip: **19103-2793**

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

7. Total fee (37 CFR § 3.41..... \$40.00)  
 Enclosed Check No. \_\_\_\_\_  
 Authorized to be charged to deposit account

8. Deposit account number: **04-0475**

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.*

Date: March 18, 1999

Janet V. Hallahan

04/01/1999 VBROWN 00000004 040475 5680662  
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Total number of pages including cover sheet, attachments, and document: **3**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VERITAS ENTERPRISES, INC.", A NEW YORK CORPORATION, WITH AND INTO "MEDIQ/PRN LIFE SUPPORT SERVICES, INC." UNDER THE NAME OF "MEDIQ/PRN LIFE SUPPORT SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 1999, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2296368 8100M

991040802

9553155

02-02-99

PATENT  
REEL: 9845 FRAME: 0597

**CERTIFICATE OF OWNERSHIP AND MERGER****MERGING****VERITAS ENTERPRISES, INC.****INTO****MEDIQ/PRN Life Support Services, Inc.****\*\*\*\*\***

**MEDIQ/PRN Life Support Services, Inc., a corporation organized and existing under the laws of Delaware,**

**DOES HEREBY CERTIFY:**

**FIRST: That this corporation was incorporated on the 1st day of May, 1992, pursuant to the General Corporation Laws of the State of Delaware.**

**SECOND: That this corporation owns all of the outstanding shares of Veritas Enterprises, Inc., a corporation incorporated on the 22nd day of February, 1995, pursuant to the laws of the State of New York.**

**THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted on the 1st day of February, 1999, by the unanimous written consent of its Board of Directors, filed with the minutes of the Board, determined to and did merge into itself said Veritas Enterprises, Inc.**

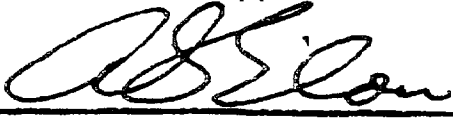
**RESOLVED, that MEDIQ/PRN Life Support Services, Inc. merge, and it hereby does merge into itself said Veritas Enterprises, Inc. and assumes all its obligations; and**

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the proper officer of this corporation be and he hereby is directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge said Veritas Enterprises, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

IN WITNESS WHEREOF, said MEDIQ/PRN Life Support Services, Inc. has caused this Certificate to be signed by Alan S. Einhorn, its Vice President, this 1st day of February, 1999.

MEDIQ/PRN Life Support Services, Inc.

By:   
\_\_\_\_\_  
Alan S. Einhorn, Vice President

FILING RECEIPT

=====

ENTITY NAME: MEDIQ/PRN LIFE SUPPORT SERVICES, INC.

DOCUMENT TYPE: MERGER (FOR. BUSINESS)  
PROCESS

COUNTY: NEWY

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

CONSTITUENT NAME: VERITAS ENTERPRISES, INC.

=====

FILED:02/04/1999 DURATION:\*\*\*\*\* CASH#:990204000760 FILM #:990204000716

ADDRESS FOR PROCESS

EFFECT DATE

-----  
THE CORPORATION  
ONE MEDIQ PLAZA  
PENNSAUKEN, NJ 08110

-----  
02/04/1999

REGISTERED AGENT

=====	FILER	FEEES	70.00	PAYMENTS	70.00
-----	-----	-----	-----	-----	-----
		FILING :	60.00	CASH :	0.00
NANCY METZ		TAX :	0.00	CHECK :	70.00
MEDIQ PRN LIFE SUPPORT SERVICES INC		CERT :	0.00	CHARGE:	0.00
ONE MEDIQ PLAZA		COPIES :	10.00	DRAWDOWN:	0.00
PENNSAUKEN, NJ 08110		HANDLING:	0.00	BILLED:	0.00
				REFUND:	0.00
				-----	

*State of New York* }  
*Department of State* }<sup>ss:</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* FEB 05 1999



A handwritten signature in black ink, appearing to read "J. Leub", followed by a long horizontal line extending to the right.

*Special Deputy Secretary of State*

1266 (5/96)

CT-07

F 990204000 716

CERTIFICATE OF MERGER

OF

VERITAS ENTERPRISES, INC.

INTO

MEDIQ/PRN LIFE SUPPORT SERVICES, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

1. MEDIQ/PRN Life Support Services, Inc., a corporation of the State of Delaware owns at least ninety per cent of the outstanding shares of the Common Stock of Veritas Enterprises, Inc., a corporation of the State of New York.

2. As to each subsidiary corporation, the designation and number of outstanding shares of Common Stock and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation &amp; Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Veritas Enterprises, Inc.	101 Common	101 Common

3. The certificate of Incorporation of Veritas Enterprises, Inc. was filed with the Department of State on February 22, 1995.

4. The surviving corporation is MEDIQ/PRN Life Support Services, Inc., a corporation of the State of Delaware, incorporated on the 1<sup>st</sup> day of May, 1992 and which filed its application for authority to do business in the State of New York on the 19<sup>th</sup> day of May, 1992. The merger is permitted by the laws of the state of its incorporation and is in compliance therewith.

1

5. MEDIQ/PRN Life Support Services, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is: MEDIQ/PRN Life Support Services, Inc., One MEDIQ Plaza, Pennsauken, New Jersey 08110.

6. MEDIQ/PRN Life Support Services, Inc. agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

7. Each of the constituent domestic corporations hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and that a cessation franchise tax report (estimate or final) through the anticipated date of the merger, has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. MEDIQ/PRN Life Support Services, Inc. hereby agrees that it will within 30 days after

2



the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

MEDIQ/PRN Life Support Services, Inc.



---

Alan S. Einhorn, Vice President

3

990204000716

CT-07

CERTIFICATE OF MERGER

OF

VERITAS ENTERPRISES, INC.

INTO

MEDIQ/PRN LIFE SUPPORT SERVICES, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

ice

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED FEB 04 1999  
TAXS  
BY: [Signature]

M

100 3 11 1999 2 031

Counsel: Nancy Metz  
MEDIQ PRN Life Support Services, Inc.  
One MEDIQ Plaza  
Pennsauken, NJ 08110

4

990204000 760

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER made this 1st day of February, 1999, by and between Veritas Enterprises, Inc., a New York corporation (sometimes hereinafter referred to as the "Merging Corporation"), and MEDIQ/PRN Life Support Services, Inc., a Delaware corporation (sometimes hereinafter referred to as the "Surviving Corporation"); the Merging Corporation and the Surviving Corporation being collectively hereinafter referred to as the "Corporations".

W I T N E S S E T H :

WHEREAS, Veritas Enterprises, Inc. is a corporation duly organized and existing under the laws of the State of New York, having been incorporated on the 22nd day of February, 1995, and having an authorized capital consisting of two hundred (200) shares of common stock with no par value, of which one hundred one (101) shares of common stock are issued and outstanding, all of which are held by MEDIQ/PRN Life Support Services, Inc.; and

WHEREAS, MEDIQ/PRN Life Support Services, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on the 1st day of May, 1992, and having an authorized capital consisting of twenty thousand (20,000) shares of common stock with a par value of \$.01 per share and two thousand (2,000) shares of Class A common stock with a par value of \$.01 per share; and

WHEREAS, it is desirable for the benefit of both of the Corporations and their shareholders that the properties, businesses, assets and liabilities of the Merging Corporation be combined into the Surviving Corporation;

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the parties hereto, in accordance with the applicable provisions of the law of the State of Delaware, do hereby agree as follows:

1. Merger.

The Merging Corporation shall be merged with and into the Surviving Corporation on the effective date hereinafter set forth in accordance with the applicable laws of the State of Delaware, and on the terms and conditions set forth in this Plan and Agreement of Merger. From and after such effective date, MEDIQ/PRN Life Support Services, Inc. shall be the Surviving Corporation and shall continue to do business as a corporation organized and existing under the laws of the State of Delaware, unaffected and unimpaired by the Merger, with all rights, privileges, immunities, powers, franchises, estates and interests of every kind, and subject to all the duties and liabilities, of a corporation organized and existing under the laws of the State of Delaware.

Veritas Enterprises, Inc., as the Merging Corporation, pursuant to the laws of the State of New York, shall cease to exist, and its property shall become the property of the Surviving Corporation.

2. Certificate of Incorporation; By-Laws.

The Certificate of Incorporation as amended and By-Laws of MEDIQ/PRN Life Support Services, Inc. shall continue as the Certificate of Incorporation and By-Laws of the Surviving Corporation, until altered, amended or repealed.

3. Directors and Officers.

The Directors and Officers of MEDIQ/PRN Life Support Services, Inc. shall be the Directors and Officers of the Surviving Corporation until their successors are duly elected and qualified under the By-Laws of the Surviving Corporation.

4. Shares of Surviving Corporation.

Each common share of MEDIQ/PRN Life Support Services, Inc., the surviving corporation, issued and outstanding immediately prior to the effective time of this merger shall remain outstanding.

5. Cancellation of Veritas Enterprises, Inc.

All authorized and outstanding common shares of Veritas Enterprises Incorporated, such shares being owned in their entirety by MEDIQ/PRN Life Support Services, Inc., and all rights in respect thereof, shall be cancelled forthwith on the effective date of the Merger, and the certificates representing such shares shall be surrendered and cancelled.

6. Effect of Merger.

Upon this Merger becoming effective:

(a) The separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall become the owner, without other transfer or further act of deed, of all the rights, privileges, immunities, powers, property, franchises, estates and interest of every kind of the Merging Corporation, as effectively the property of the Surviving Corporation as they were of the Merging Corporation; and the Surviving Corporation shall be subject to all debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them; and the Surviving Corporation shall be subject to all of the restrictions, disabilities and duties of the Merging Corporation, which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of the Merging Corporation shall be preserved unimpaired.

(b) The assets and liabilities of the Merging Corporation shall be taken up on the books of the Surviving Corporation in the amount at which they shall at that time be carried on the books of the Merging Corporation.

7. Right to Amend Certificate of Incorporation.

The Surviving Corporation shall have, and reserves hereby, the right to amend, alter, change or repeal its amended Certificate of Incorporation in the manner now or

hereafter prescribed by law; and all rights or powers conferred herein and directors and officers are subject to this reservation.

8. Approval of Directors; Submission to Shareholders.

This Plan and Agreement of Merger shall be submitted to the respective Board of Directors of Veritas Enterprises Incorporated and of MEDIQ/PRN Life Support Services, Inc. This Plan and Agreement of Merger shall also be submitted to the shareholders of each of the Corporations for approval, at meetings to be held on or before the filing hereof, or otherwise approved by the unanimous written consent of all shareholders of each such respective Corporations in the manner provided by the applicable laws of the State of Delaware and the State of New York. Upon such required approval, the proper officers of each Corporation shall, and they hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing, all documents as the same may be necessary or proper to render effective the merger contemplated by this Plan and Agreement of Merger.

9. Delivery of Deed and Instrument.

From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, each of the Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments, and shall take, or cause to be taken, all such other and

further actions, as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers and franchises referred to in Paragraph 1 hereof, and otherwise to carry out the intent and purposes of this Plan and Agreement of Merger. For the convenience of the parties, and to facilitate the filing and recording of this Plan and Agreement of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

10. Service of Process.

The Secretary of State of the State of Delaware is hereby designated as the agent for the service of process upon the Surviving Corporation in any proceeding for the enforcement of any obligation of the Merging Corporation formerly incorporated in that state.

11. Abandonment of Merger.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be terminated and abandoned before it becomes effective:

(a) By mutual consent of the Boards of Directors of both of the Corporations; or

(b) By the Board of Directors of either of the Corporations if any material litigation shall be pending or threatened against or affecting either of the Corporations, or any of their respective assets, or the merger; which



(b) By the Board of Directors of either of the Corporations if any material litigation shall be pending or threatened against or affecting either of the Corporations, or any of their respective assets, or the merger; which litigation, in the judgment of such Board, renders it inadvisable to proceed with the merger.

12. Effective Date of Merger.

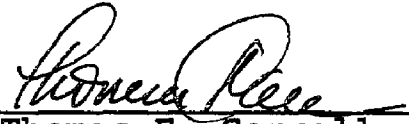
This Agreement and Plan of Merger shall be effective as of the date of filing with the State of Delaware.

IN WITNESS WHEREOF, Veritas Enterprises, Inc. and MEDIQ/PRN Life Support Services, Inc. have caused this Plan and Agreement of Merger to be executed by their respective duly authorized officers and their Corporate Seals affixed, the day and year first above written.


CORPORATE SEAL

VERITAS ENTERPRISES,  
INC.

By:

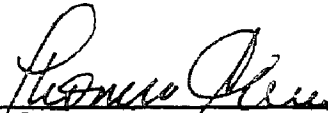
  
\_\_\_\_\_  
Thomas E. Carroll  
President


Attest:

  
\_\_\_\_\_  
Alan S. Einhorn  
Secretary

CORPORATE SEAL

MEDIQ/PRN LIFE SUPPORT  
SERVICES, INC.

By:   
Thomas E. Carroll  
President

Attest:   
Alan S. Einhorn  
Secretary

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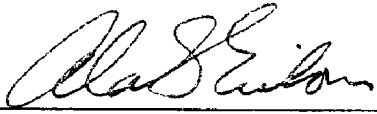
VERITAS ENTERPRISES, INC.  
WRITTEN CONSENT OF SOLE SHAREHOLDER

The undersigned, being the sole Shareholder of the aforesaid New York corporation, and entitled to vote on all the issued and outstanding shares of the said corporation, hereby authorizes the following action taken without a meeting of Shareholders:

RESOLVED, that the following persons are elected Directors of the Corporation for the ensuing year:

Thomas E. Carroll  
Jay M. Kaplan  
Alan S. Einhorn

MEDIQ/PRN LIFE SUPPORT  
SERVICES, INC.

By:   
\_\_\_\_\_  
Alan S. Einhorn  
Vice President

DATED: February 1, 1999

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UNANIMOUS WRITTEN CONSENT OF DIRECTORS

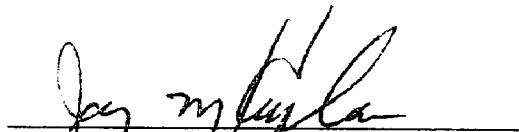
We, the undersigned, being all of the Directors of the said Corporation, in accordance with the authority vested in us by New York Business Corporation Law as amended, unanimously consent in writing to the following resolution with the same force and effect as if a Special Meeting had been called pursuant to notice, and unanimously adopt the same:


RESOLVED, that the following persons be and they hereby are nominated and elected to serve in the offices set forth opposite their name, until the next Annual Meeting of Directors for the election of officers and until their respective successors shall have been elected and shall have duly qualified:

Thomas E. Carroll  
Mark H. Burroughs  
Alan S. Einhorn  
Jay M. Kaplan

President  
Vice President  
Vice President and Secretary  
Treasurer

  
Thomas E. Carroll

  
Jay M. Kaplan

  
Alan S. Einhorn

DATED: February 1, 1999

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MEDIQ/PRN LIFE SUPPORT SERVICES, INC.  
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

We, the undersigned, being all of the Directors of the said Corporation, in accordance with the authority vested in us by the General Corporation Laws of the State of Delaware as amended, unanimously consent in writing to the following resolutions with the same force and effect as if a Special Meeting had been called pursuant to notice, and unanimously adopt the same:

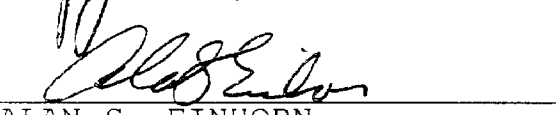
RESOLVED, that this Corporation enter into and execute a Plan and Agreement of Merger with Veritas Enterprises, Inc. in form similar or identical to that submitted to the undersigned for review, a copy of which is attached to this Unanimous Written Consent; and

FURTHER RESOLVED, that the said Agreement be submitted for approval or disapproval to the sole Shareholder of this Corporation; and

FURTHER RESOLVED, that upon approval of said sole Shareholder, the proper officers of this Corporation be and they hereby are authorized and directed to execute and deliver the said Plan and Agreement of Merger together with any and all other certifications, confirmations, resolutions and other documents which may be reasonably necessary and proper to effectuate the accomplishment of the Merger described in the attached Plan and Agreement of Merger.

  
THOMAS E. CARROLL

  
JAY M. KAPLAN

  
ALAN S. EINHORN

DATED: February 1, 1999

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VERITAS ENTERPRISES, INC.

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

We, the undersigned, being all of the Directors of the said Corporation, in accordance with the authority vested in us by the General Corporation Laws of the State of New York as amended, unanimously consent in writing to the following resolutions with the same force and effect as if a Special Meeting had been called pursuant to notice, and unanimously adopt the same:


RESOLVED, that this Corporation enter into and execute a Plan and Agreement of Merger with MEDIQ/PRN Life Support Services, Inc. in form similar or identical to that submitted to the undersigned for review, a copy of which is attached to this Unanimous Written Consent; and

FURTHER RESOLVED, that the said Agreement be submitted for approval or disapproval to the sole Shareholder of this Corporation; and

FURTHER RESOLVED, that upon approval of said sole Shareholder, the proper officers of this Corporation be and they hereby are authorized and directed to execute and deliver the said Plan and Agreement of Merger together with any and all other certifications, confirmations, resolutions and other documents which may be reasonably necessary and proper to effectuate the accomplishment of the Merger described in the attached Plan and Agreement of Merger.

  
\_\_\_\_\_  
THOMAS E. CARROLL

  
\_\_\_\_\_  
JAY M. KAPLAN

  
\_\_\_\_\_  
ALAN S. EINHORN

DATED: February 1, 1999

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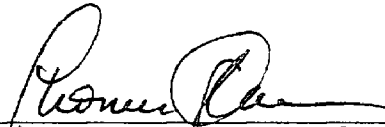
**MEDIQ\PRN LIFE SUPPORT SERVICES, INC.  
WRITTEN CONSENT OF SOLE SHAREHOLDER**

The undersigned, being the sole Shareholder of the aforesaid Delaware corporation, and entitled to vote on all the issued and outstanding shares of the said corporation, hereby authorizes the following action taken without a meeting of Shareholders:

RESOLVED, that the undersigned as sole Shareholder of this Corporation, does hereby ratify and approve the Plan and Agreement of Merger between Veritas Enterprises, Inc. and MEDIQ/PRN Life Support Services, Inc.

FURTHER RESOLVED, that the President or any Vice President, and Secretary or Assistant Secretary of this Corporation be and they are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

MEDIQ INCORPORATED

By:   
\_\_\_\_\_  
Thomas E. Carroll  
President

DATED: February 1, 1999

\nancy\merger\prnver.sh

VERITAS ENTERPRISES, INC.

WRITTEN CONSENT OF SOLE SHAREHOLDER


The undersigned, being the sole Shareholder of the aforesaid New York corporation, and entitled to vote on all the issued and outstanding shares of the said corporation, hereby authorizes the following action taken without a meeting of Shareholders:

RESOLVED, that the undersigned as sole Shareholder of this Corporation, does hereby ratify and approve the Plan and Agreement of Merger between Veritas Enterprises Inc. and MEDIQ/PRN Life Support Services, Inc.;

FURTHER RESOLVED, that the President or any Vice President, and Secretary or Assistant Secretary of this Corporation be and they are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

MEDIQ/PRN LIFE SUPPORT  
SERVICES, INC.

By:

  
\_\_\_\_\_  
Alan S. Einhorn  
Vice President

DATED: February 1, 1999  
verprn.sh



04-0475-04  
04-0475-04

PATENT

THE UNITED STATES PATENT AND TRADEMARK OFFICE

Box Assignments

Commissioner of Patents and Trademarks

Washington, D.C. 20231

TRANSMITTAL LETTER FOR RECORDAL OF CERTIFICATE OF MERGER

Enclosed herewith for recordal in the United States Patent and Trademark Office is the Certificate of Merger with listing of Patent.

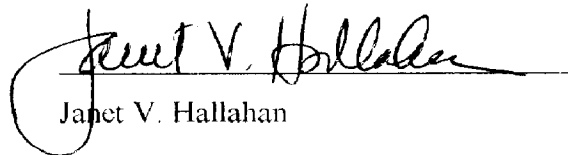
1. Listing on the attached schedule:  
Name of Inventors and addresses  
Titles  
Patents and grant dates  
Patent Applications and filing dates
  
2. Total number of Applications and Patents and Total fee.
  - a. Total number of applications and patents = 1
  - b. Total Fee is (37 CFR 1.21(h)): 1 x \$40.00 = \$40.00
  - c. Please charge Deposit Account No. 04-0475 in the sum of \$40.00  
A duplicate copy of this sheet is enclosed for accounting purposes.

Please charge the \$40.00 assignment recordal fee, and any deficiencies to this fee, to Deposit account No. 04-0475.

3. Name of Party conveying Interest:  
Veritas Enterprises, Inc.

4. Name and Address of party receiving interest.  
Mediq/PRN life Support Services, Inc  
One Mediq Plaza  
Pennsauken, NJ 08110
5. Description of Interest conveyed - Merger
6. Name and address of party to whom correspondence should be mailed.  
Janet V. Hallahan  
Dechert Price & Rhoads  
4000 Bell Atlantic Tower  
1717 Arch Street  
Philadelphia, PA 19103-2793  
Tel. (215) 994-2585
7. Date of Merger February 1, 1999
8. Language of assignment to be recorded is English.
9. Copy of original document is being submitted for assignment recordal.
10. Purpose of assignment is to record a change of ownership.
11. There are a total of 24 pages being submitted with this request.

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



Janet V. Hallahan

Dechert, Price and Rhoads

4000 Bell Atlantic Towers

1717 Arch Street

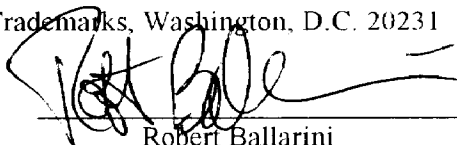
Philadelphia, PA 19103-2793, U.S.A.

Dated: March 18, 1999

Tel.: (215) 994-2585

CERTIFICATION UNDER 37 CFR 1.10

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Robert Ballarini

3/18/99

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Date