

RECORDATION FORM COVER SHEET

PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

International Vision, Inc.

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

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

Internal Address: _____

3. Nature of conveyance:
Assignment X Merger
Security Agreement Change of Name
Other _____

Execution Date: May 6, 1999

Street Address 15350 Barranca Parkway

City: Irvine State: CA ZIP: 92618

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

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)
08/955,917

B. Patent No.(s)
6,015,435

Additional numbers attached? Yes X No

5. Name and address of party to whom correspondence
Concerning document should be mailed:
Name: Steven J. Goldstein, Esq.

Internal Address: FROST & JACOBS LLP

Street Address: 2500 PNC CENTER
201 East Fifth Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).... \$ 40.00
This fee and any deficiency in this fee are
authorized to be charged to deposit account
06-2226
8. Deposit Account Number

(Attach duplicate copy of this page if paying by deposit
count)

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.

Steven J. Goldstein, Esq. - Reg. No. 28,079
Name of Person Signing, Registration Number


Signature

3 Feb, 2000
Date

Total number of pages including cover sheet,
attachments, and document

10

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
5/26/1999	199912701005	MEX MERGED OUT OF EXISTENCE	50.00	10.00	0.00	0.00	0.00
TOTAL			50.00	10.00	0.00	0.00	0.00

Return To:
FROST & JACOBS
ATTN J SWICKRATH
10 W BROAD ST STE 1000
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
 *Certificate* 

Secretary of State - J. Kenneth Blackwell

931397

It is hereby certified that the Secretary of State of Ohio has custody of the business records for INTERNATIONAL VISION, INC. and that said business records show the filing and recording of:

Document(s)
 MERGED OUT OF EXISTENCE

Document No(s):
 199912701005

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 6th day of
 May, A.D. 1999



J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State

May. 5. 1999 2:27PM

No. 7340 P. 2/9



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved _____
Date _____
Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Medennjum, Inc.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following:

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of California, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____

MAY 06 1999

J. KENNETH BLACKWELL
SECRETARY OF STATE

- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
<u>International Vision, Inc.</u>	<u>OHIO</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Medennium, Inc.</u>	<u>15350 Barranca Parkway</u> (street and number) <u>Irvine, CA 92618</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On May 6, 1999 *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing the certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>Mark H. Longenecker</u>	<u>2500 PNC Center, 201 E. 5th Street</u>
	(street and number)
	<u>Cincinnati 45202</u>
	(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Mark H. Longenecker
Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the named reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio.

The name and complete address of the statutory agent is:

(name) (street number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**
(If the qualifying entity is a foreign limited liability company, the following information must be completed)
 - a. The name of the limited liability company in its state of organization/registration is _____
 - b. The name under which the limited liability company desires to transact business in Ohio is _____
 - c. The limited liability company was organized or registered on _____ under the laws of the state/country of
month day year
 - d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
month day year
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5, 1999 2:28PM

No. 7340 P. 7/9

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Medennium, Inc.
exact name of entity
By: [Signature]
Its: President
Date: 5/5/99

International Vision, Inc.
exact name of entity
By: [Signature]
Its: President
Date: 5/5/99

(Please note that this chairman of the board, the president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signatures, a separate should be attached containing such signatures)

64353-1.01

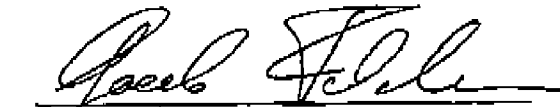
AFFIDAVIT OF PERSONAL PROPERTY

STATE OF OHIO

:SS

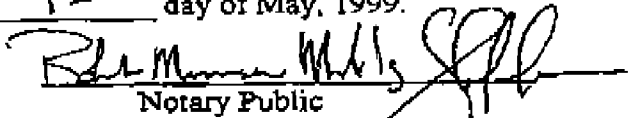
COUNTY OF HAMILTON

Jacob Feldman, being first duly sworn deposes and says that he is president of International Vision, Inc.; that this affidavit is made in compliance with section 1701.86 of the Ohio Revised Code. That said corporation has no personal property in any county in the State of Ohio (strike out phrase not applicable); and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

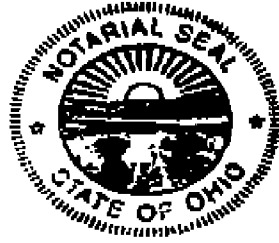


Jacob Feldman

Sworn to me and subscribed in my presence this 4th day of May, 1999.



Notary Public



ROBERT MORRISON MILLS SHAFER, Attorney at Law
Notary Public, State of Ohio
My commission has no expiration date.
Section 147.03

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities
(§ 1701.86(H)(6) O.R.C.)

International Vision, Inc.
(exact name of corporation)

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Merger and was advised IN WRITING of the acknowledgment by the corporation of the applicability of the provisions of Section 1701.95 of the Ohio Revised Code.

AGENCY	DATE NOTIFIED
1. Ohio Department of Taxation Dissolution Section Box 2476 Columbus, Ohio 43216	May 4, 1999
2. Ohio Bureau of Employment Services Status & Liability Section 145 S. Front St. Columbus, Ohio 43215	May 4, 1999
3. Hamilton County Treasurer 138 E. Court St. Cincinnati, Ohio 45202	May 4, 1999
4. Ohio Bureau of Workers' Compensation 246 North High Street Columbus, Ohio 43215	May 4, 1999

By Jacob Feldman
Jacob Feldman

Title: President
C/O Medennium, Inc. 15350 Barranca Pkwy
(Complete Street Address)
Irvine, CA 92618
City State Zip

Sworn to before me and subscribed in my presence this 4th day of May 1999.
Robert Morrison Mills Shaffer
Notary Public



ROBERT MORRISON MILLS SHAFFER, Attorney at Law
Notary Public, State of Ohio
My commission has no expiration date.
Section 147.03

645829.01