

MND 12/29/99

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U.S. Department of Commerce
Patent and Trademark Office
PATENT

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)
Document ID#
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

Conveyance Type

- ☐ Assignment ☐ Security Agreement
- ☐ License ☐ Change of Name
- ☒ Merger ☐ Other
- U.S. Government
(For Use ONLY by U.S. Government Agencies)
- ☐ Departmental File ☐ Secret File

Conveying Party(ies)

☐ Mark if additional names of conveying parties attached

Name (line 1) Global Therapeutics, Inc.

Execution Date
Month Day Year
09 01 1999

Name (line 2) a Colorado Corporation

Second Party

Name (line 1)

Execution Date
Month Day Year

Name (line 2)

Receiving Party

☐ Mark if additional names of receiving parties attached

Name (line 1) Cook Incorporated

Name (line 2) an Indiana Corporation

Address (line 1) 925 South Curry Pike

Address (line 2)

Address (line 3) Bloomington

IN/USA

47403

City

State/Country

Zip Code

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Phyllis E. McCullough

Address (line 1) 925 South Curry Pike

Address (line 2) P.O. Box 489

Address (line 3) Bloomington, IN 47402-0489

Address (line 4) USA

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

PATENT

REEL: 010485 FRAME: 0751

01/21/2000 09:51
00000146 01251033
440.00 CH

Correspondent Name and Address

Area Code and Telephone Number **812-330-1824**

Name **Anton P. Ness**

Address (line 1) **Cook Group Patent Office**

Address (line 2) **P.O. Box 2269**

Address (line 3) **Bloomington, IN 47402-2269**

Address (line 4) **USA**

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

six (6)

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

09/203592

09/021763

09/063562

08/939703

09/072605

Patent Number(s)

5868782

5741327

5769866

5746691

5718713

5843175

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number
only if a U.S. Application Number
has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

Number of Properties

Enter the total number of properties involved.

eleven (11)

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ **440.00**

Method of Payment:
Deposit Account

Enclosed ☐

Deposit Account ☒

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

13-2528

Authorization to charge additional fees:

Yes ☒

No ☐

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. Charges to deposit account are authorized, as indicated herein.

Anton P. Ness

Name of Person Signing

Anton P. Ness

Signature

Dec. 20, 1999

Date

**APPROVED
AND
FILED
PLAN OF MERGER
IND. SECRET. OF STATE**

**APPROVED
AND
FILED
IND. SECRET. OF STATE**

THIS PLAN OF MERGER, dated the 1st day of July, 1999, by and between Global Therapeutics, Inc., a Colorado corporation (the "Merging Corporation"), and Cook Incorporated, an Indiana corporation (the "Surviving Corporation"),

WITNESSETH THAT:

WHEREAS, the Merging Corporation is a corporation organized under the Colorado Business Corporation Act, §§ 7-101-101 et seq. (the "Colorado Law");

WHEREAS, the Surviving Corporation is a corporation organized under the Indiana Business Corporation Law, Ind. Code §§ 23-1-17-1 et seq. (the "Indiana Law");

WHEREAS, Cook Group Incorporated, an Indiana corporation and sole shareholder of each of the Merging Corporation and the Surviving Corporation, desires to effectuate a statutory merger of its wholly-owned entities;

WHEREAS, the Board of Directors and the sole shareholder of the Merging Corporation and the Board of Directors of the Surviving Corporation have determined that it is in the best interest of each corporation and desire that the Merging Corporation merge with and into the Surviving Corporation pursuant to the provisions of the Colorado Law and the Indiana Law and under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, in the manner set forth herein (the "Merger"); and

WHEREAS, the Board of Directors and sole shareholder of the Merging Corporation have approved and adopted this Plan of Merger and the Board of Directors (without action by the sole shareholder pursuant to Ind. Code §23-1-1-40-3(g)) has approved and adopted this Plan of Merger.

NOW, THEREFORE, the following Plan of Merger is adopted:

ARTICLE I
Parties to the Merger

Section 1.1. The Surviving Corporation. The name of the corporation into which the Merging Corporation proposes to merge is "Cook Incorporated" which name shall not change as a result of the Merger.

Section 1.2. The Merging Corporation. The name of the corporation proposing to merge with and into the Surviving Corporation is "Global Therapeutics, Inc."

ARTICLE II
Terms and Conditions of the Merger

Section 2.1. Effective Time of Merger. The Merger shall be effective upon filing of Articles of Merger with the Offices of the Secretaries of State of the States of Indiana and Colorado (the "Time of Merger").

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Section 2.2. Actions to be Taken on Effective Date of Merger. At the Time of Merger: (a) the Merging Corporation shall merge with and into the Surviving Corporation, (b) each common share of the Merging Corporation outstanding immediately prior to the Time of Merger shall be canceled, and (c) the separate existence of the Merging Corporation shall cease.

Section 2.3. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of this Plan of Merger, the proper officers and directors of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions. The proper officers and directors of the Surviving Corporation are hereby authorized in the name of the Merging Corporation to take any and all such actions.

ARTICLE III
Articles of Incorporation and Bylaws
of the Surviving Corporation

The Articles of Incorporation and the Bylaws of the Surviving Corporation as existing at the Time of Merger shall continue as such in full force and effect until altered, amended or repealed.

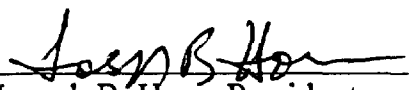
ARTICLE IV
Directors and Officers

The directors and officers of the Surviving Corporation as existing at the Time of Merger shall continue in office as such, each to hold office until his successor shall have been elected or until his earlier resignation or removal.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have each duly executed and delivered this Plan of Merger as of the date first above written.

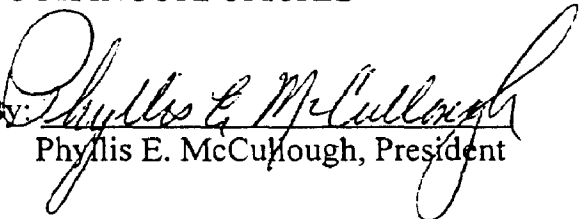
MERGING CORPORATION:

GLOBAL THERAPEUTICS, INC.

By: 
Joseph B. Horn, President

SURVIVING CORPORATION:

COOK INCORPORATED

By: 
Phyllis E. McCullough, President

X:\DGS\6509\1544\2d\MERGER.wpd

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF FACT

To Whom These Presents Come, Greeting:

I, Sue Anne Gilroy, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

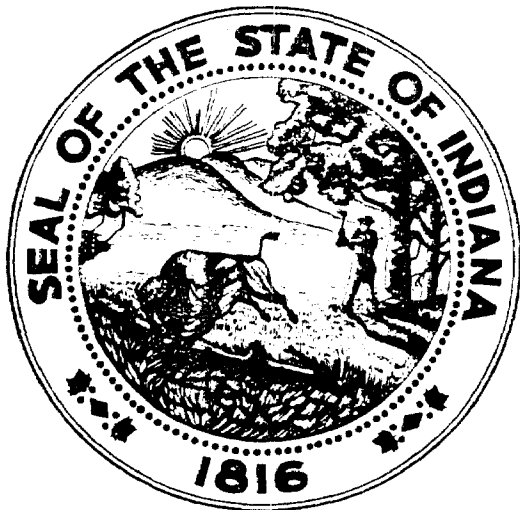
I further certify that records of this office disclose that Articles of Merger were filed in this office bearing an approved and filed date of September 1, 1999, merging:

GLOBAL THERAPEUTICS, INC..
(non-survivor, a Colorado corporation)

with and into

COOK INCORPORATED
(survivor, an Indiana corporation)

In Witness Whereof, I have hereunto set my
Hand and affixed the seal of the State of
Indiana, at the City of Indianapolis, this
First day of September, 1999



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

YK
Deputy

COPY

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REEL: 010485 FRAME: 0755



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

COOK INCORPORATED
(INDIANA CORPORATION)

FILE # 19991146116 WAS FILED IN THIS OFFICE ON August 04, 1999
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: August 18, 1999

Donetta Davidson

SECRETARY OF STATE

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REEL: 010485 FRAME: 0756

PRIVILEGED AND CONFIDENTIAL

December 20, 1999

Box Assignment
Commissioner of Patents and Trademarks
Washington, DC 20231

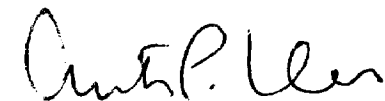
Dear Sir/Madam,

Please record the attached copy of the original Plan of Merger dated July 1, 1999, by the Registrant, Global Therapeutics, Inc., a Colorado corporation, merged with and into Cook Incorporated, an Indiana corporation.

Also enclosed is a duplicate copy of the original Plan of Merger which I ask that you file-stamp and return in the enclosed self-addressed, stamped envelope. A duplicate copy of this letter is enclosed for the convenience of the U.S. Patent and Trademark Office.

The undersigned attorney encourages the Assignment Branch to call him if there are any problems or questions with respect to the recordation of the attached document.

Respectfully submitted,



Anton P. Ness
Registration No. 28,453

COOK