

03-20-2000

001CN; CPC-002, CPC-003, CPC-003CP

PATENT



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EET

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## Submission Type

☒ New☐ Resubmission (Non-Recordation)Document ID#: ☐ Correction of PTO ErrorReel #:  Frame #: ☐ Corrective DocumentReel #:  Frame #: 

## Conveyance Type

☐

Assignment

☐ License☒ Merger☐

Security Agreement

☐

Change of Name

☐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 attachedName  Cardiopulmonary CorporationExecution Date  
Month Day Year

12/22/99

Name 

/ /

Name 

/ /

Name 

/ /

Name 

/ /

## Receiving Party

☐ Mark if additional names of receiving parties attachedName (line 1)  Cardiopulmonary Merger Corp.Name (line 2) Address (line 1)  200 Cascade BoulevardAddress (line 2) Address (line 3)  Milford  CT  06460

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.

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PATENT  
REEL: 010609 FRAME: 0268

## Correspondent Name and Address

Area Code and Telephone Number (617) 248-7000

Name Patent Administrator

Address (line 1) Testa, Hurwitz &amp; Thibault, LLP

Address (line 2) High Street Tower

Address (line 3) 125 High Street

Address (line 4) Boston, MA 02110

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

3

## 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)

09/045,461

## Patent Number(s)

5,020,516

5,377,671

5,664,563

5,931,160

## Patent Cooperation Treaty (PCT)

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

PCT

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PCT

PCT

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PCT

## Number of Properties

Enter the total number of properties involved.

# 5

## Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 200.00

Method of Payment:

Enclosed ☒Deposit Account ☐

Deposit Account

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

Deposit Account Number

# 20-0531

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.*

Ronda P. Moore, D.V.M.

Name of Person Signing

Ronda P. Moore, D.V.M.

Signature

February 16, 2000

Date

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# Office of the Secretary of State

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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:

"CARDIOPULMONARY CORP.", A DELAWARE CORPORATION,

WITH AND INTO "CARDIOPULMONARY MERGER CORP." UNDER THE NAME OF "CARDIOPULMONARY MERGER CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 2:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0161821

DATE: 12-23-99

PATENT  
REEL: 010609 FRAME: 0270

DEC 22 1999 14:00

**CERTIFICATE OF OWNERSHIP AND MERGER**

**of**

**CARDIOPULMONARY CORP.**

**with and into**

**CARDIOPULMONARY MERGER CORP.**

It is hereby certified, upon behalf of the constituent corporations herein named, as follows:

**FIRST:** The name and state of incorporation of the constituent corporations are Cardiopulmonary Merger Corp., a Delaware corporation (hereinafter referred to as the "surviving corporation"), and Cardiopulmonary Corp., a Delaware corporation (hereinafter referred to as the "parent corporation").

**SECOND:** The board of directors of the parent corporation approved the merger by adoption of the following resolutions at its meeting duly called and held on December 4, 1999:

**RESOLVED**, that subject to (i) the approval of the Agreement and Plan of Merger by the stockholders of the Corporation and (ii) the existence of commitments from one or more stockholders to provide the surviving corporation with additional equity financing following the Merger, the Corporation be acquired by its wholly-owned subsidiary Cardiopulmonary Merger Corp., by means of a merger in which all outstanding shares of both Cardiopulmonary Corp. Preferred Stock and Cardiopulmonary Corp. Common Stock are exchanged for shares of Cardiopulmonary Merger Corp Common Stock, with Cardiopulmonary Merger Corp. to be the Surviving Corporation; and further

**RESOLVED**, that this Board hereby approves the Agreement and Plan of Merger, substantially in the form of the draft dated December 3, 1999, and that the Chief Executive Officer and other proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the Agreement and Plan of Merger, with such changes therein and additions thereto as such officer or officers may in his or their discretion, with the advice of counsel, deem appropriate, the execution and delivery of the Agreement and Plan of Merger by such officer or officers to be conclusive evidence of the approval by the Corporation of the terms and conditions thereof; and it was further

**RESOLVED**, that certificates for the stock of the surviving corporation shall be issued upon surrender of certificates for stock of the Corporation following the Merger in accordance with the exchange ratios set forth in the Merger Agreement; *provided, however*, that if the holders of the Corporation's Preferred Stock vote to cause the Preferred Stock to convert to Common Stock immediately prior to the closing of the Merger pursuant to the terms of the Corporation's certificate of incorporation, as amended, then the stock of the surviving corporation shall be issued *pro rata* to the holders of stock of the Corporation.

**THIRD:** The merger has been approved by a the written consent of a majority of the outstanding stock of the parent corporation entitled to vote thereon in accordance with Section 228 of the Delaware General Corporation Law, and the holders of the preferred stock of the parent corporation have acted by written consent to cause the preferred stock to convert to common stock immediately prior to the closing of the merger.

**FOURTH:** The name of the surviving corporation shall be Cardiopulmonary Corp.

**FIFTH:** The certificate of incorporation of the surviving corporation prior to the merger shall be its certificate of incorporation following the merger.

**SIXTH:** The executed agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Merger this 21st day of December, 1999.

**CARDIOPULMONARY CORP.**

By: \_\_\_\_\_

James W. Biondi  
President