

03-25-2002



102028953

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

OFFICE OF DIGITAL RECORDS

2002 MAR -4 AM 11: 29

FINANCE SECTION

In Re the Application of:)
)
 SAGSTETTER)
)
 Serial No.: 09/549,982)
)
 Filed: April 14, 2000)
)
 Atty. File No.: 4414-4)
)
 For: "DEVICE FOR COLLECTING A)
 BLOOD SAMPLE FROM A PLASTIC)
 SEGMENT TUBE")

Group Art Unit: 1743

Examiner: HANDY, DWAYNE K.

RECORDATION OF ASSIGNMENT

"EXPRESS MAIL" MAILING LABEL NUMBER: EL 767781121 US
DATE OF DEPOSIT: March 4, 2002

I HEREBY CERTIFY THAT THIS PAPER OR FEE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE "EXPRESS MAIL POST OFFICE TO ADDRESSEE" SERVICE UNDER 37 CFR 1.10 ON THE DATE INDICATED ABOVE AND IS ADDRESSED TO THE ASSISTANT COMMISSIONER FOR PATENTS, WASHINGTON, D.C. 20231.

TYPED OR PRINTED NAME: Angela P. Davis

SIGNATURE:

BOX ASSIGNMENTS
Commissioner of Patents
Washington, D.C. 20231

3-4-02

Dear Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Medical Safety Products, Inc.
2751 West Oxford Avenue, Suite 1
Englewood, Colorado 80110

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

Baxter Healthcare Corporation
One Baxter Parkway
Deerfield, Illinois 60015

3. Nature of Conveyance:

- | | | | |
|--------------------------|--------------------|-------------------------------------|----------------|
| <input type="checkbox"/> | Assignment | <input checked="" type="checkbox"/> | Merger |
| <input type="checkbox"/> | Security Agreement | <input type="checkbox"/> | Change of Name |
| <input type="checkbox"/> | Other: _____ | | |

Execution Date: January 7, 2002

03/22/2002 DBYRNE 00000200 09549982
 01 FC:581 40.00 DP

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

Douglas W. Swartz
Sheridan Ross P.C.
1560 Broadway, Suite 1200
Denver, Colorado 80202-5141

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

7. Total fee (37 CFR 3.41).....\$40.00.

- Enclosed
- Any deficiency in payment of recording fee is authorized to be charged to Deposit Account.
- Authorized to be charged to deposit account.

8. Deposit account number: 19-1970.

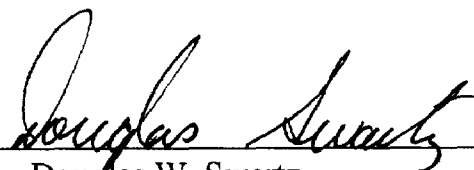
9. Statement and signature.

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.

Total number of pages including cover sheet, attachments and document: 8

Respectfully submitted,

SHERIDAN ROSS P.C.

By: 

Douglas W. Swartz
Registration No. 37,739
1560 Broadway, Suite 1200
Denver, Colorado 80202-5141
(303) 863-9700

Date: March 4, 2002

Delaware

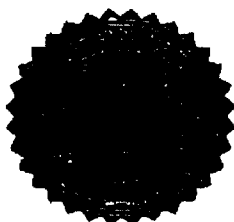
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"MEDICAL SAFETY PRODUCTS, INC.", A COLORADO CORPORATION, WITH AND INTO "BAXTER HEALTHCARE CORPORATION" UNDER THE NAME OF "BAXTER HEALTHCARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1539814

DATE: 01-04-02

0647024 8100M

020005570


PATENT
REEL: 012696 FRAME: 0541

CERTIFICATE OF THE SECRETARY

I, Jan Stern Reed, certify that I am the Secretary of Baxter Healthcare Corporation, and as such have access to the records of the corporation and am authorized to make this affidavit:

1. Baxter Healthcare Corporation, a Delaware corporation, is a wholly-owned subsidiary of Baxter International Inc.;
2. On December 31, 2001, Medical Safety Products, Inc., a Colorado corporation, merged (the "Merger") into Baxter Healthcare Corporation;
3. Immediately following the Merger, Baxter Healthcare Corporation distributed, pursuant to its own internal policies, to Baxter International Inc., the intellectual property which had been acquired by Baxter Healthcare Corporation as a result of the Merger; and
4. Pursuant to the succession of events set forth above, Baxter International Inc. became the owner of intellectual property previously held in the name of Medical Safety Products, Inc.

IN WITNESS WHEREOF, I have signed this Certificate and affixed the corporate seal on January 7, 2002.


Jan Stern Reed, Secretary of ^{ao}
Baxter Healthcare Corporation

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/26/2001
010669229 - 0647024

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER ("Agreement"), dated this 30th day of November 2001, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 7-111-104 of the Colorado Business Corporation Act between Baxter Healthcare Corporation, a Delaware corporation ("BHC") and Medical Safety Products, Inc., a Colorado corporation ("MSPI"), hereby set forth the following:

WHEREAS, the constituent corporations desire to merge into a single corporation, as hereinafter specified;

WHEREAS, MSPI is a wholly owned subsidiary of BHC;

WHEREAS, the Board of Directors of BHC has approved the merger (the "Merger") of MSPI with and into BHC in accordance with Section 252 of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Agreement;

WHEREAS, BHC and MSPI intend for the Merger to be treated as a tax-free liquidation under section 332 of the Internal Revenue Code of 1986, as amended;

WHEREAS, the registered office of BHC, the surviving corporation, in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801; and

WHEREAS, the registered office of MSPI in the State of Colorado is C T Corporation, 1600 Broadway, Denver, CO 80202

NOW THEREFORE

The corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: At the effective time, MSPI shall be merged with and into BHC. Immediately following the Merger, the separate corporate existence of MSPI shall cease and BHC, as the surviving corporation, shall continue to exist under and be governed by the General Business Corporation Law of the State of Delaware.

SECOND: The Certificate of Incorporation of BHC, as amended and restated, as in effect immediately prior to the effective time, shall continue in full force and effect as the Certificate of Incorporation of BHC.

THIRD: MSPI has 100 shares of common stock issued and outstanding. No other class of shares are authorized and issued. BHC is the sole stockholder of the common stock of MSPI. Upon consummation of the Merger, all issued and outstanding shares of common stock of MSPI shall be cancelled and retired and no consideration shall be paid for such shares. The capitalization of BHC shall remain unchanged.

FOURTH: The terms and conditions of the Merger are as follows:

- (a) The bylaws of BHC, as in effect immediately prior to the effective time shall be and remain the bylaws of BHC until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of BHC, as in effect immediately prior to the effective time shall be unchanged by the Merger.
- (c) The Merger shall become effective upon filing the Agreement and Plan of Merger with the Secretary of State of Delaware in accordance with the General Corporation Law of Delaware and with the Secretary of State of Colorado in accordance with the Colorado Business Corporation Act or at such later time as specified (the "Effective Time").
- (d) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of MSPI shall be transferred to, vested in and devolve upon BHC without further act or deed, and all property, rights, and every other interest of MSPI and BHC shall be as effectively the property of BHC as they were of MSPI and BHC, respectively. BHC shall assume and be liable for all debts and obligations of MSPI. The Merger shall have such other effects as are provided by the Colorado Business Corporation Act and the General Corporation Law of the State of Delaware. The proper officers and directors of the constituent corporations are fully authorized to take any and all such action necessary to consummate the Merger.

FIFTH: Anything herein or elsewhere to the contrary, notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the Effective time.

SIXTH: The Effective time of the Merger shall be December 26, 2001.

ARTICLES OF MERGER
Of
MEDICAL SAFETY PRODUCTS, INC.

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

DELAYED EFFECTIVE DATE
12/31/2001

Into

BAXTER HEALTHCARE CORPORATION \$ 20011245161 C
110.00


SECRETARY OF STATE
12-27-2001 11:51:48

In accordance with the provisions of Section 7-111-104 of the Colorado Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:


- FIRST: An Agreement and Plan of Merger has been duly adopted providing for the merger of Medical Safety Products Inc., a Colorado corporation ("Subsidiary") with and into Baxter Healthcare Corporation, a Delaware corporation ("Parent"), resulting in the Parent being the survivor. The Agreement and Plan of Merger is attached hereto as Exhibit "A".
- SECOND: Shareholder approval is not required.
- THIRD: Immediately before the merger, the Parent owned one hundred percent of the outstanding shares of the Subsidiary.
- FOURTH: The effective date of the Parent-Subsidiary merger is December 31, 2001. The effective date complies with Section 7-111-104(5) of the Colorado Business Corporation Act.
- FIFTH: The surviving corporation is organized under the laws of the State of Delaware and the address of its principal office is One Baxter Parkway, Deerfield, IL 60015.

Dated: November 30, 2001

Medical Safety Products, Inc.
(a Colorado corporation)

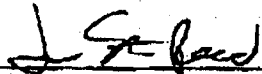

By: Amy L.H. Rockwell
Secretary

Baxter Healthcare Corporation
(a Delaware corporation)

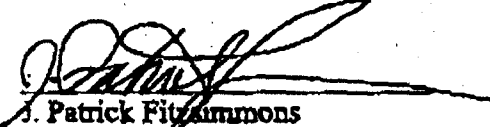

By: Jan Stern Reed
Secretary

IN WITNESS WHEREOF, the parties to the Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and that fact having been certified on said Agreement by the duly authorized officers of each constituent corporation on November 30, 2001.

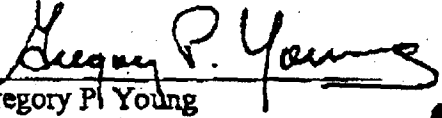
Baxter Healthcare Corporation
(a Delaware corporation)

By: 
Jan Stern Reed
Secretary


ATTEST:


J. Patrick Fitzsimmons
Assistant Secretary

Medical Safety Products, Inc.
(a Colorado corporation)

By: 
Gregory P. Young
President

ATTEST:


Amy L.H. Rockwell
Secretary

Excerpted from:

CONSENT AND RECORD OF ACTION OF THE BOARD OF DIRECTORS
of

TRAVENOL LABORATORIES, INC. [known as Baxter Healthcare
Corporation since July 21, 1987] a Delaware corporation

October 24, 1973

WHEREAS it is the policy of Baxter Laboratories, Inc., [known as BII (since 5/18/88)], this Corporation's [BHC's] parent, to hold and own all of the patents, trademarks and inventions acquired or made by its [BII's] subsidiaries and to license such intangible assets to its [BII's] subsidiaries pursuant to uniform license agreements; and

WHEREAS, pursuant to said policy, all inventions made and trademarks acquired by this Corporation [BHC] have been deemed to have been distributed to Baxter Laboratories, Inc. [BII] immediately following such making or acquisition and, when warranted, Baxter Laboratories, Inc. [BII] has then proceeded to file and prosecute domestic and foreign patent applications on such inventions and register such trademarks; and

WHEREAS, this Corporation [BHC] now wishes to ratify and confirm the past distributions of such inventions and trademarks and to adopt a policy covering such distributions in the future;

NOW THEREFORE, it is hereby:

RESOLVED, that all past distributions to Baxter Laboratories, Inc. [BII] of inventions made and trademarks acquired by this Corporation [BHC], which distributions have been deemed to have taken place immediately following such making or acquisition, are hereby ratified and confirmed as dividends in kind;

FURTHER RESOLVED, that this Corporation [BHC] hereby adopts a policy of transferring to its parent corporation [BII] as a dividend in kind, all inventions made and trademarks acquired by it [BHC], which distributions shall take place immediately after such making or acquisition and without further corporate action.

January 2, 1980

WHEREAS, it is the policy of Baxter Travenol Laboratories, Inc., [known as BII since 5/18/88] this Corporation's [BHC's] parent, to hold and own all of the patents, trademarks, and inventions acquired or made by its [BII's] subsidiaries; and

WHEREAS, pursuant to said policy, this Corporation [BHC] adopted a resolution on October 24, 1973, providing that all inventions made and trademarks acquired by this Corporation [BHC] be distributed as a dividend in kind to Baxter Travenol Laboratories, Inc. [BII], immediately following such making or acquisition and, when warranted, Baxter Travenol Laboratories, Inc. [BII], has then proceeded to file and prosecute domestic and foreign patent applications on such inventions and register such trademarks; and

WHEREAS, this Corporation [BHC] now wishes to modify the policy concerning distributions of such inventions and trademarks and to adopt a new policy covering such distribution in the future;

NOW, THEREFORE, it is hereby:

RESOLVED, that this Corporation [BHC] hereby adopts a policy of transferring to its parent corporation [BII] as a dividend in kind, all inventions made and trademarks (including goodwill) acquired by it [BHC], on condition that, for so long as the parent corporation [BII] shall hold title to or have the power to grant licenses under such inventions and trademarks, the parent corporation [BII] shall grant to this Corporation [BHC] a royalty-free, worldwide, nonexclusive license under such inventions and trademarks, and patents or registrations resulting therefrom, to practice, manufacture, have manufactured, use, and sell all items covered by such inventions, trademarks, patents and registrations, which dividends shall take place immediately after such making or acquisition and without further corporation action.

EOFF PUPRI 10 RECORDERS
2 MAR - 04 AM 11: 28
FINANCE SECTION

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

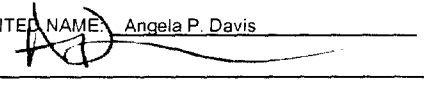
In Re the Application of:)
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SAGSTETTER)
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Serial No.: 09/549,982)
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Filed: April 14, 2000)
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Atty. File No.: 4414-4)
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For: "DEVICE FOR COLLECTING A)
BLOOD SAMPLE FROM A PLASTIC)
SEGMENT TUBE")

Group Art Unit: 1743
Examiner: HANDY, DWAYNE K.

RECORDATION OF ASSIGNMENT

"EXPRESS MAIL" MAILING LABEL NUMBER: EL 767781121 US
DATE OF DEPOSIT: March 4, 2002

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TYPED OR PRINTED NAME: Angela P. Davis
SIGNATURE: 

BOX ASSIGNMENTS
Commissioner of Patents
Washington, D.C. 20231

Dear Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Baxter Healthcare Corporation
One Baxter Parkway
Deerfield, Illinois 60015
2. Name and address of receiving party(ies):

Baxter International Inc.
One Baxter Parkway
Deerfield, Illinois 60015
3. Nature of Conveyance:

<input checked="" type="checkbox"/>	Assignment	<input type="checkbox"/>	Merger
<input type="checkbox"/>	Security Agreement	<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: _____		

Execution Date: October 24, 1973

03/22/2002 DBYRNE 00000199 09549982
01 FC:581 40.00 DP

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

Douglas W. Swartz
Sheridan Ross P.C.
1560 Broadway, Suite 1200
Denver, Colorado 80202-5141

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

7. Total fee (37 CFR 3.41).....\$40.00.

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- Authorized to be charged to deposit account.

8. Deposit account number: 19-1970.

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.

Total number of pages including cover sheet, attachments and document: 4

Respectfully submitted,

SHERIDAN ROSS P.C.

By: Douglas Swartz

Douglas W. Swartz
Registration No. 37,739
1560 Broadway, Suite 1200
Denver, Colorado 80202-5141
(303) 863-9700

Date: March 4, 2002

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