

07-08-2003



7-7-03

Form PTO-1595
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

102491220
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

KCI New Technologies, Inc.

2. Name and address of receiving party(ies)

Name: KCI Licensing, Inc.

Internal Address: _____

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Street Address: P.O. Box 659508

City: San Antonio State: TX Zip: 78265-9508

Execution Date: 07/29/1999

Additional name(s) & address(es) attached? Yes 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) 09/755,313

B. Patent No.(s) _____

Additional numbers attached? Yes No

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

Name: Nadeem G. Bridi

Internal Address: Kinetic Concepts, Inc.

Manufacturing Legal Department

Street Address: P.O. Box 659508

City: San Antonio State: TX Zip: 78265-9508

6. Total number of applications and patents involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

500326

FINANCE SECTION
JUL - 7 AM 10:31

DO NOT USE THIS SPACE

9. Signature.

Nadeem G. Bridi

Name of Person Signing

Signature

6/30/03

Date

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

07/07/2003 LHMUELLER 00000125 500326 09755313

01 FC:8021 40.00 DA

PATENT
REEL: 014231 FRAME: 0778

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"KCI NEW TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "KCI LICENSING, INC." UNDER THE NAME OF "KCI LICENSING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 4:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF AUGUST, A.D. 1999.

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



Edward J. Freel, Secretary of State

9895776

AUTHENTICATION:

07-30-99

DATE:

3074314 810014

991315470

CERTIFICATE OF MERGER

OF

KCI NEW TECHNOLOGIES, INC.
(a Delaware corporation)

INTO

KCI LICENSING, INC.
(a Delaware corporation)

**(UNDER SECTION 251 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

KCI Licensing, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") are:

- and
- (a) KCI Licensing, Inc., a Delaware corporation ("Licensing");
 - (b) KCI New Technologies, Inc., a Delaware corporation ("KCINT").

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is KCI Licensing, Inc.

4. The certificate of incorporation of Licensing shall be the certificate of incorporation of the surviving corporation.

5. The executed Merger Agreement is on file at the registered office of Licensing at 1209 Orange Street, Wilmington, Delaware 19801.

6. A copy of the Merger Agreement will be furnished by Licensing on request and without cost to any stockholder of Licensing or KCINT.

7. This Certificate of Merger shall be effective at 12:01 a.m., Central Time, on August 1, 1999.

IN WITNESS WHEREOF, KCI Licensing, Inc., a Delaware corporation,
has caused this certificate to be signed by Martin J. Landon, its Treasurer, on
the 29th day of July, 1999.

KCI LICENSING, INC.
(a Delaware corporation)

By: 
Martin J. Landon, Treasurer

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Plan of Merger") made and entered into effective as of the 29th day of July, 1999, by and between KCI New Technologies, Inc, a Delaware corporation ("KCINT"), and KCI Licensing, Inc, a Delaware corporation ("Licensing"), being sometimes hereinafter together referred to as the "Constituent Corporations".

WHEREAS, KCINT is a corporation duly organized and existing under the laws of the State of Delaware, and having authorized capital stock consisting of 1,000,000 shares of Common Stock, par value \$.001 per share;

WHEREAS, Licensing is a corporation duly organized and existing under the laws of the State of Delaware, and having an authorized capital stock of 1,000 shares of Common Stock;

WHEREAS, KCI Holding Company, Inc. ("KCIHC") is the sole stockholder of KCINT and Licensing;

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable for the general welfare and to the benefit of such companies and KCIHC that KCINT merge with and into Licensing pursuant to the Delaware General Corporation Law (the "DGCL");

WHEREAS, it is the intention of the Constituent Corporations that the Merger (as hereinafter defined) shall be a tax-free reorganization pursuant to the provisions of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the respective Board of Directors of the Constituent Corporations have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officers and that it be submitted to KCIHC for its approval;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the DGCL, that the Constituent Corporations shall be merged into a single corporation, to-wit: KCI Licensing, Inc, a Delaware corporation, one of the Constituent Corporations, which shall be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I

EFFECTIVE TIME OF THE MERGER

This Plan of Merger shall be submitted to KCIHC, the sole stockholder of KCINT and Licensing, as provided by the DGCL. If this Plan of Merger is duly authorized and adopted by KCIHC, and is not terminated and abandoned pursuant to the provisions of Article VII hereof, a Certificate of Merger shall be filed with the Secretary of State of Delaware. The Merger shall

be effective at 12:01 a.m., Central Time, on August 1, 1999 (the "Effective Time of the Merger"). At the Effective Time of the Merger, the separate existence of Licensing and KCINT shall cease and KCINT shall be merged with and into the Surviving Corporation.

ARTICLE II

CERTIFICATE OF INCORPORATION; BY-LAWS; BOARD OF DIRECTORS

1. The Certificate of Incorporation of Licensing in effect immediately prior to the Effective Time of the Merger shall continue unchanged after the Merger until changed or amended as provided by law.

2. The By-laws of Licensing in effect immediately prior to the Effective Time of the Merger shall continue unchanged after the Merger until changed or amended as provided by law.

3. The Board of Directors of Licensing in office immediately prior to the Effective Time of the Merger shall be the Board of Directors of the Surviving Corporation, who shall serve as provided in the By-laws of the Surviving Corporation, and until their respective successors are duly elected and qualified.

4. Subject to the authority of the Board of Directors as provided by law and the By-laws of the Surviving Corporation, the officers of Licensing in office immediately prior to the Effective Time of the Merger shall be the officers of the Surviving Corporation, holding the offices in the Surviving Corporation which they then hold in Licensing. All of such officers shall hold office as provided in the By-Laws of the Surviving Corporation.

ARTICLE III

CONVERSION OF SHARES IN THE MERGER

The mode of carrying into effect the Merger provided for herein, and the manner and basis of converting the shares or other ownership interests of the Constituent Corporations, are as follows:

1. Each share of common stock, par value \$.001 per share, of KCINT ("KCINT Common Stock") which shall be issued and outstanding at the Effective Time of the Merger shall be cancelled and retired, all rights in respect thereof shall cease to exist and no Licensing Common Stock (as hereinafter defined) or other securities of the Surviving Corporation shall be issuable with respect thereto.

2. Each share of KCINT Common Stock, if any, held in the treasury of KCINT immediately prior to the Effective Time shall be cancelled, and no payment shall be made with respect thereto.

3. Each share of common stock, par value \$.01 per share, of Licensing (the "Licensing Common Stock") outstanding immediately prior to the Effective Time of the Merger

shall continue to represent one outstanding share of Common Stock, par value \$.01 per share, of the Surviving Corporation.

ARTICLE IV

EFFECT OF THE MERGER

At the Effective Time, the Surviving Corporation shall have the following rights and obligations:

(a) All rights, title and interests to all property and assets, including without limitation, all contract rights and intellectual property rights, owned by KCINT and Licensing shall be allocated to and vested in the Surviving Corporation without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances thereon.

(b) All liabilities and obligations of KCINT and Licensing shall be allocated to the Surviving Corporation, and the Surviving Corporation shall be the primary obligor therefor and, except as otherwise provided by law or contract, no other party to the Merger, other than the Surviving Corporation, shall be liable therefor.

(c) A proceeding pending by or against KCINT or Licensing may be continued as if the Merger did not occur, or the Surviving Corporation to which the liability, obligation, asset or right associated with such proceeding is allocated and vested in may be substituted in the proceeding.

(d) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities corporation organized under the laws of the State of Delaware.

(e) All corporate acts, policies, resolutions, approvals and authorizations of the stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents of KCINT, which were valid and effective immediately prior to the Merger shall be taken for all purposes as the acts, plans, policies, resolutions, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to KCINT.

ARTICLE V**ACCOUNTING MATTERS**

The assets and liabilities of the Constituent Corporations, as of the Effective Time of the Merger, shall be taken upon the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the Merger. The amount of the capital surplus and earned surplus accounts, if any, of the Surviving Corporation after the Merger shall be determined by the Board of Directors of the Surviving Corporation in accordance with the laws of the State of Delaware and with generally accepted accounting principles.

ARTICLE VI**APPROVAL OF STOCKHOLDER**

This Plan of Merger shall be submitted as promptly as practicable to KCIHC, the sole stockholder of KCINT and Licensing. After adoption and approval of the Merger by KCIHC, and provided this Plan of Merger is not terminated and abandoned pursuant to the provisions hereof, a Certificate of Merger shall be filed in accordance with the provisions of the DGCL.

ARTICLE VII**ABANDONMENT**

This Plan of Merger may be abandoned at any time before or after approval thereof by KCIHC notwithstanding favorable action on the Merger by KCIHC but not later than the Effective Time of the Merger, by action of the Board of Directors of KCINT and Licensing evidenced by appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Article VII, this Plan of Merger shall become void and have no effect, without any liability on the part of either of the Constituent Corporations, their respective directors or officers or KCIHC, in respect thereof.

ARTICLE VIII**AMENDMENT**

KCINT and Licensing, by mutual consent of their respective Board of Directors, may amend this Plan of Merger in such manner as may be agreed upon by them in writing and as is consistent with the DGCL at any time before or after approval thereof by KCIHC provided, however, that after such approval by KCIHC, no such amendment shall be made which shall affect the rights of KCIHC in a manner which, in the judgment of the Board of Directors of the Constituent Corporations, is materially adverse to KCIHC, without the further approval of KCIHC.

ARTICLE IX

FURTHER ASSURANCES

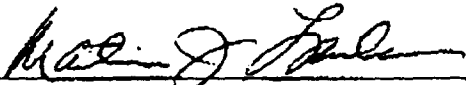
If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of KCINT or Licensing acquired or to be acquired by or as a result of the Merger, the proper officers and directors of KCINT, Licensing and the Surviving Corporation, shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of KCINT, Licensing or the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, KCINT and Licensing, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have each caused this Plan of Merger to be executed by its duly authorized officers, all as of the day and year first above written.

KCI LICENSING, INC.
(a Delaware corporation)

By: 
Martin J. Landon, Treasurer

KCI NEW TECHNOLOGIES, INC
(a Delaware corporation)

By: 
Martin J. Landon,
Vice President and Treasurer