

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2002
CONVEYING PARTY DATA	
Name	Execution Date
Tactyl Technologies, Inc.	12/12/2002
RECEIVING PARTY DATA	
Name:	Safeskin Corporation
Street Address:	1400 Holcomb Bridge Road
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
PROPERTY NUMBERS Total: 9	
Property Type	Number
Application Number:	10636056
Patent Number:	5112900
Patent Number:	5407715
Patent Number:	5792531
Patent Number:	5900452
Patent Number:	6288159
Patent Number:	6414083
Patent Number:	6639007
Patent Number:	6730380
CORRESPONDENCE DATA	
Fax Number:	(864)233-7342
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.	
Phone:	864-271-1592
Email:	docketing@dority-manning.com

OP \$360.00 10636056

Correspondent Name: Dority & Manning, PA
Address Line 1: PO Box
Address Line 4: Greenville, SOUTH CAROLINA 29602-1449

ATTORNEY DOCKET NUMBER: SSK-MISC (HCK)

NAME OF SUBMITTER: Timothy A. Cassidy

Total Attachments: 29

source=Tactyl to Safeskin - Merger#page1.tif
source=Tactyl to Safeskin - Merger (2)#page1.tif
source=Tactyl to Safeskin - Merger (3)#page1.tif
source=Tactyl to Safeskin - Merger (4)#page1.tif
source=Tactyl to Safeskin - Merger (5)#page1.tif
source=Tactyl to Safeskin - Merger (6)#page1.tif
source=Tactyl to Safeskin - Merger (7)#page1.tif
source=Tactyl to Safeskin - Merger (8)#page1.tif
source=Tactyl to Safeskin - Merger (9)#page1.tif
source=Tactyl to Safeskin - Merger (10)#page1.tif
source=Tactyl to Safeskin - Merger (11)#page1.tif
source=Tactyl to Safeskin - Merger (12)#page1.tif
source=Tactyl to Safeskin - Merger (13)#page1.tif
source=Tactyl to Safeskin - Merger (14)#page1.tif
source=Tactyl to Safeskin - Merger (15)#page1.tif
source=Tactyl to Safeskin - Merger (16)#page1.tif
source=Tactyl to Safeskin - Merger (17)#page1.tif
source=Tactyl to Safeskin - Merger (18)#page1.tif
source=Tactyl to Safeskin - Merger (19)#page1.tif
source=Tactyl to Safeskin - Merger (20)#page1.tif
source=Tactyl to Safeskin - Merger (21)#page1.tif
source=Tactyl to Safeskin - Merger (22)#page1.tif
source=Tactyl to Safeskin - Merger (23)#page1.tif
source=Tactyl to Safeskin - Merger (24)#page1.tif
source=Tactyl to Safeskin - Merger (25)#page1.tif
source=Tactyl to Safeskin - Merger (26)#page1.tif
source=Tactyl to Safeskin - Merger (27)#page1.tif
source=Tactyl to Safeskin - Merger (28)#page1.tif
source=Tactyl to Safeskin - Merger (29)#page1.tif

ARTICLES OF MERGER

**SAFESKIN REAL ESTATE, INC.,
TACTYL TECHNOLOGIES, INC.,
VALUE SELECT CORPORATION,**
the non-surviving corporations

with and into

SAFESKIN CORPORATION
the surviving corporation

Pursuant to Section 607.1105, F.S., the undersigned surviving corporation hereby executes these Articles of Merger:

ARTICLE I – Surviving Corporation

"Safeskin Corporation" is the name of the corporation surviving the merger and is a Florida corporation. Its name has not been changed as a result of the merger. The merger shall become effective on the date that the Articles of Merger are filed with the Florida Department of State.

ARTICLE II – Merging Corporations

Safeskin Real Estate, Inc., Tactyl Technologies, Inc. and Value Select Corporation (collectively "Subsidiaries") are all Delaware corporations that are wholly owned by Safeskin Corporation. None of the Subsidiaries will survive the merger.

ARTICLE III – Plan of Merger

The Plan of Merger is set forth in "Exhibit A" attached hereto and made a part hereof.

ARTICLE IV – Manner of Adoption and Vote of Surviving Corporation

Shareholder approval of the surviving corporation is not required. The Plan of Merger was adopted on the date specified by the Plan of Merger by the board of directors of the surviving corporation without shareholder action in accordance with Section 607.1104 as the surviving corporation owns 100% of the outstanding stock of each of the subsidiaries.

ARTICLE V – Effective Date

The effective date of the merger is December 31, 2002.

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger in its corporate name this 12th day of December, 2002.

SURVIVING CORPORATION

SAFESKIN CORPORATION

By: _____

Ronald D. McCray
Vice President and Secretary

NON-SURVIVING CORPORATIONS

SAFESKIN REAL ESTATE, INC.

By: _____

Ronald D. McCray
Vice President and Secretary

TACTYL TECHNOLOGIES, INC.

By: _____

Ronald D. McCray
Vice President and Secretary

VALUE SELECT CORPORATION

By: _____

Ronald D. McCray
Vice President and Secretary

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER dated as of December 31, 2002 is made and entered into by and between Safeskin Corporation, a Florida corporation ("Parent"), and the following wholly-owned subsidiaries of Parent: Safeskin Real Estate Inc., a Delaware corporation, Tactyl Technologies, Inc., a Delaware corporation, Value Select Corporation, a Delaware corporation (each a "Subsidiary," and collectively, the "Subsidiaries"). Parent is sometimes hereinafter referred to as the "Surviving Corporation," and the Subsidiaries and Parent are sometimes hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each Subsidiary is a corporation duly organized and existing under the laws of the state of Delaware, and all of the outstanding shares of common stock of each Subsidiary (the only class of stock outstanding for each Subsidiary) are owned by Parent; and

WHEREAS, the board of directors of Parent has duly approved and adopted this Plan of Merger (the "Plan") providing for the merger of each Subsidiary with and into Parent with Parent as the Surviving Corporation as authorized by the laws of the State of Florida; and

NOW THEREFORE, based on the foregoing premises and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto have agreed and do hereby agree as follows:

ARTICLE I

MERGER AND NAME OF SURVIVING CORPORATION

On the effective date of the merger, December 31, 2002, Parent and each Subsidiary shall cease to exist separately and each Subsidiary shall be merged with and into Parent, which is hereby designated as the "Surviving Corporation," the name of which on and after the effective date of the merger shall remain "Safeskin Corporation."

ARTICLE II

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On the effective date of the merger:

(1) Each Subsidiary shall be merged into Parent to form a single corporation, and Parent shall be, and is designated herein as, the Surviving Corporation;

(2) the separate existence of Parent and each Subsidiary shall cease;

(3) the Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the Florida Business Corporation Act; and

(4) the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of either of the Constituent Corporations; and neither the rights of creditors nor any liens on the property of any of the Constituent Corporations shall be impaired by the merger.

(b) On the effective date of the merger, the board of directors of the Surviving Corporation and the members thereof, shall be the persons who were the directors of Parent immediately prior to the merger, to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with the bylaws of the Surviving Corporation and the laws of the State of Florida.

(c) On the effective date of the merger, the officers of the Surviving Corporation shall be the officers of Parent immediately prior to the merger, such officers to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the State of Florida.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting the shares of common stock of each Subsidiary and the mode of carrying the merger into effect are as follows:

(a) All shares of common stock of each Subsidiary (the only class of capital stock issued and outstanding on the effective date of the merger) issued and outstanding on the effective date of the merger shall, without any action on the part of the holder thereof, be cancelled, with the sole stockholder thereof receiving consideration therefore in the form of an increase in the value of its previously held stock in Parent. The issued shares of Parent shall not be converted in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the Surviving Corporation.

(b) On the effective date of the merger, all outstanding warrants and options of each Subsidiary, if any, shall be cancelled.

ARTICLE IV

ARTICLES OF INCORPORATION AND BYLAWS

The articles of incorporation of Parent shall, on the merger becoming effective, be and constitute the articles of incorporation of the Surviving Corporation unless and until amended in the manner provided by law.

The bylaws of Parent shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation unless and until amended in the manner provided by law.

ARTICLE V

RIGHTS OF DISSENTING SHAREHOLDERS

Shareholders of the Subsidiaries who would usually be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE VI

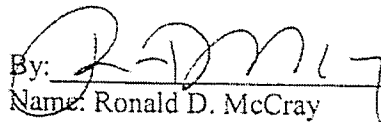
NOTICE TO SHAREHOLDERS OF PLAN OF MERGER

Parent owns 100% of the outstanding shares of each class of stock of all the Subsidiaries (the non-surviving corporations). Parent hereby waives the mailing requirement of the Plan of Merger imposed by Section 607.1104(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, each Constituent Corporation has caused this Plan of Merger to be executed in its corporate name on December 12, 2002.

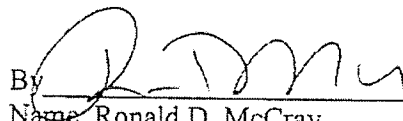
SURVIVING CORPORATION

SAFESKIN CORPORATION
a Florida Corporation

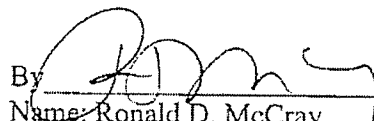
By: 
Name: Ronald D. McCray
Title: Vice President

NON-SURVIVING CORPORATIONS

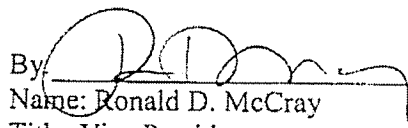
SAFESKIN REAL ESTATE
MANAGEMENT, INC.
a Delaware Corporation

By: 
Name: Ronald D. McCray
Title: Vice President

TACTYL TECHNOLOGIES, INC.
a Delaware Corporation

By: 
Name: Ronald D. McCray
Title: Vice President

VALUE SELECT CORPORATION
a Delaware Corporation

By: 
Name: Ronald D. McCray
Title: Vice President

**CERTIFICATE OF OWNERSHIP
AND MERGER**

merging

**SAFESKIN REAL ESTATE, INC.,
TACTYL TECHNOLOGIES, INC.,
VALUE SELECT CORPORATION**
Delaware corporations

with and into

SAFESKIN CORPORATION
a Florida corporation

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, Safeskin Corporation, a Florida corporation (the "Parent"), hereby adopts the following Certificate of Ownership and Merger for the purpose of effecting the merger of the Parent with Safeskin Real Estate, Inc., Tactyl Technologies, Inc. and Value Select Corporation, all Delaware corporations (collectively the "Subsidiaries"), with the Parent as the sole surviving corporation (the "Merger"). The Parent does hereby certify that:

1. The Parent shall be the corporation surviving the Merger. The Parent owns at least 90% of the outstanding shares of the common stock of each of the Subsidiaries, the only class of capital stock issued and outstanding of each Subsidiary.

2. A true and complete copy of the of resolutions of the Parent's Board of Directors approving the Merger ("the "Board Resolutions"), containing such information as required by Delaware General Corporation Law Section 253, is set forth in "Exhibit A," attached hereto and made a part hereof. The Board Resolutions were duly adopted by the Parent's Board of Directors via unanimous written consent on the date set forth in said Board Resolutions. Such Board Resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

3. The Merger is being effected pursuant to Section 253. Immediately prior to the Merger, the surviving corporation owned 100% of the outstanding shares of common stock of each of the Subsidiaries. The effective date of the Merger is December 31, 2002.

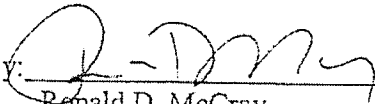
4. The Parent may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiaries as well as for enforcement of any obligation of the Parent arising from the Merger, and the Parent does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process. The Parent hereby requests that the Secretary of State of Delaware send a copy of any such process by registered mail to:

Safeskin Corporation
c/o Kimberly-Clark Corporation
1400 Holcomb Bridge Road
Roswell, Georgia 30076

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned surviving corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 12th day of December, 2002.

SAFESKIN CORPORATION

By: 

Ronald D. McCray
Vice President and Secretary

EXHIBIT A

SAFESKIN CORPORATION

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

December 12, 2002

Pursuant to the provisions of Sections 607.0821 and 607.0823 of the Florida Business Corporation Act, the undersigned, being all of the members of the Board of Directors (the "Board") of Safeskin Corporation, a Florida corporation (the "Company"), hereby waive notice of special meeting; consent to the taking of each action set forth below as if an actual special meeting of the Board had been held; and instruct the Secretary of the Company to file this written consent in the minute book of the Company. This consent may be executed in a number of identical counterparts, each of which shall be deemed to be an original and all of which shall collectively constitute one and the same instrument. Each of the following actions shall constitute the valid corporate action of the Board and shall have the same force and effect as if such actions had been authorized and taken at a formal meeting of the Board duly convened and held on the above date and as if each director was present in person at such meeting and voted in favor thereof.

Plan of Merger

WHEREAS, the Board has determined that it is in the best interest of the Company and its stockholders to approve and adopt the Plan of Merger (the "Plan") with the following wholly-owned subsidiaries of the Company: Safeskin Real Estate, Inc., a Delaware corporation, Tactyl Technologies, Inc., a Delaware corporation, and Value Select Corporation, a Delaware corporation, in substantially the form attached hereto as Exhibit A, whereby the Company will become the sole surviving corporation of the merger;

NOW, THEREFORE, BE IT RESOLVED, that this Board hereby approves the form, terms and provisions of the Plan presented to this Board, and authorizes any officer of the Company, in the name and on behalf of the Company, to execute and deliver the Plan in the form presented to this Board or with such changes therein, if any, as the officer of the Company executing the same shall approve, his or her execution thereof to be conclusive evidence of his or her approval thereof; and

FURTHER RESOLVED, that this Board hereby authorizes and directs the officers of the Company, in the name and on behalf of the Company and to the extent required under its corporate seal, to execute and deliver any and all other instruments, certificates and other documents and to do any and all other acts and things that such officers shall deem necessary or desirable to carry out the foregoing resolutions and the terms and provisions of the Plan to be performed by the Company.

Exhibit A

[Plan of Merger]

PLAN OF MERGER

THIS PLAN OF MERGER dated as of December 31, 2002 is made and entered into by and between Safeskin Corporation, a Florida corporation ("Parent"), and the following wholly-owned subsidiaries of Parent: Safeskin Real Estate Inc., a Delaware corporation, Tactyl Technologies, Inc., a Delaware corporation, Value Select Corporation, a Delaware corporation (each a "Subsidiary," and collectively, the "Subsidiaries"). Parent is sometimes hereinafter referred to as the "Surviving Corporation," and the Subsidiaries and Parent are sometimes hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each Subsidiary is a corporation duly organized and existing under the laws of the state of Delaware, and all of the outstanding shares of common stock of each Subsidiary (the only class of stock outstanding for each Subsidiary) are owned by Parent; and

WHEREAS, the board of directors of Parent has duly approved and adopted this Plan of Merger (the "Plan") providing for the merger of each Subsidiary with and into Parent with Parent as the Surviving Corporation as authorized by the laws of the State of Florida; and

NOW THEREFORE, based on the foregoing premises and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto have agreed and do hereby agree as follows:

ARTICLE I

MERGER AND NAME OF SURVIVING CORPORATION

On the effective date of the merger, December 31, 2002, Parent and each Subsidiary shall cease to exist separately and each Subsidiary shall be merged with and into Parent, which is hereby designated as the "Surviving Corporation," the name of which on and after the effective date of the merger shall remain "Safeskin Corporation."

ARTICLE II

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On the effective date of the merger:

(1) Each Subsidiary shall be merged into Parent to form a single corporation, and Parent shall be, and is designated herein as, the Surviving Corporation;

(2) the separate existence of Parent and each Subsidiary shall cease;

(3) the Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the Florida Business Corporation Act; and

(4) the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of either of the Constituent Corporations; and neither the rights of creditors nor any liens on the property of any of the Constituent Corporations shall be impaired by the merger.

(b) On the effective date of the merger, the board of directors of the Surviving Corporation and the members thereof, shall be the persons who were the directors of Parent immediately prior to the merger, to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with the bylaws of the Surviving Corporation and the laws of the State of Florida.

(c) On the effective date of the merger, the officers of the Surviving Corporation shall be the officers of Parent immediately prior to the merger, such officers to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the State of Florida.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting the shares of common stock of each Subsidiary and the mode of carrying the merger into effect are as follows:

(a) All shares of common stock of each Subsidiary (the only class of capital stock issued and outstanding on the effective date of the merger) issued and outstanding on the effective date of the merger shall, without any action on the part of the holder thereof, be cancelled, with the sole stockholder thereof receiving consideration therefore in the form of an increase in the value of its previously held stock in Parent. The issued shares of Parent shall not be converted in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the Surviving Corporation.

(b) On the effective date of the merger, all outstanding warrants and options of each Subsidiary, if any, shall be cancelled.

ARTICLE IV

ARTICLES OF INCORPORATION AND BYLAWS

The articles of incorporation of Parent shall, on the merger becoming effective, be and constitute the articles of incorporation of the Surviving Corporation unless and until amended in the manner provided by law.

The bylaws of Parent shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation unless and until amended in the manner provided by law.

ARTICLE V

RIGHTS OF DISSENTING SHAREHOLDERS

Shareholders of the Subsidiaries who would usually be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE VI

NOTICE TO SHAREHOLDERS OF PLAN OF MERGER

Parent owns 100% of the outstanding shares of each class of stock of all the Subsidiaries (the non-surviving corporations). Parent hereby waives the mailing requirement of the Plan of Merger imposed by Section 607.1104(2) of the Florida Business Corporation Act.

SAFESKIN CORPORATION

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

December 12, 2002

Pursuant to the provisions of Sections 607.0821 and 607.0823 of the Florida Business Corporation Act, the undersigned, being all of the members of the Board of Directors (the "Board") of Safeskin Corporation, a Florida corporation (the "Company"), hereby waive notice of special meeting; consent to the taking of each action set forth below as if an actual special meeting of the Board had been held; and instruct the Secretary of the Company to file this written consent in the minute book of the Company. This consent may be executed in a number of identical counterparts, each of which shall be deemed to be an original and all of which shall collectively constitute one and the same instrument. Each of the following actions shall constitute the valid corporate action of the Board and shall have the same force and effect as if such actions had been authorized and taken at a formal meeting of the Board duly convened and held on the above date and as if each director was present in person at such meeting and voted in favor thereof.

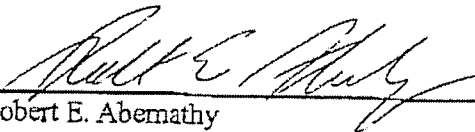
Plan of Merger

WHEREAS, the Board has determined that it is in the best interest of the Company and its stockholders to approve and adopt the Plan of Merger (the "Plan") with the following wholly-owned subsidiaries of the Company: Safeskin Real Estate, Inc., a Delaware corporation, Tactyl Technologies, Inc., a Delaware corporation, and Value Select Corporation, a Delaware corporation, in substantially the form attached hereto as Exhibit A, whereby the Company will become the sole surviving corporation of the merger;

NOW, THEREFORE, BE IT RESOLVED, that this Board hereby approves the form, terms and provisions of the Plan presented to this Board, and authorizes any officer of the Company, in the name and on behalf of the Company, to execute and deliver the Plan in the form presented to this Board or with such changes therein, if any, as the officer of the Company executing the same shall approve, his or her execution thereof to be conclusive evidence of his or her approval thereof; and

FURTHER RESOLVED, that this Board hereby authorizes and directs the officers of the Company, in the name and on behalf of the Company and to the extent required under its corporate seal, to execute and deliver any and all other instruments, certificates and other documents and to do any and all other acts and things that such officers shall deem necessary or desirable to carry out the foregoing resolutions and the terms and provisions of the Plan to be performed by the Company.

IN WITNESS WHEREOF, the undersigned have set their hands effective as of the date first written above.



Robert E. Abernathy

Joanne B. Bauer

John W. Donehower

IN WITNESS WHEREOF, the undersigned have set their hands effective as of the date first written above.

Robert E. Abernathy



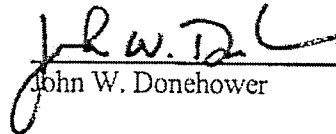
Joanne B. Bauer

John W. Donehower

IN WITNESS WHEREOF, the undersigned have set their hands effective as of the date first written above.

Robert E. Abernathy

Joanne B. Bauer



John W. Donehower

Exhibit A

[Plan of Merger]

DALLAS:041861/00000:1089605v4

PLAN OF MERGER

THIS PLAN OF MERGER dated as of December 31, 2002 is made and entered into by and between Safeskin Corporation, a Florida corporation ("Parent"), and the following wholly-owned subsidiaries of Parent: Safeskin Real Estate Inc., a Delaware corporation, Tactyl Technologies, Inc., a Delaware corporation, Value Select Corporation, a Delaware corporation (each a "Subsidiary," and collectively, the "Subsidiaries"). Parent is sometimes hereinafter referred to as the "Surviving Corporation," and the Subsidiaries and Parent are sometimes hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each Subsidiary is a corporation duly organized and existing under the laws of the state of Delaware, and all of the outstanding shares of common stock of each Subsidiary (the only class of stock outstanding for each Subsidiary) are owned by Parent; and

WHEREAS, the board of directors of Parent has duly approved and adopted this Plan of Merger (the "Plan") providing for the merger of each Subsidiary with and into Parent with Parent as the Surviving Corporation as authorized by the laws of the State of Florida; and

NOW THEREFORE, based on the foregoing premises and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto have agreed and do hereby agree as follows:

ARTICLE I

MERGER AND NAME OF SURVIVING CORPORATION

On the effective date of the merger, December 31, 2002, Parent and each Subsidiary shall cease to exist separately and each Subsidiary shall be merged with and into Parent, which is hereby designated as the "Surviving Corporation," the name of which on and after the effective date of the merger shall remain "Safeskin Corporation."

ARTICLE II

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On the effective date of the merger:

(1) Each Subsidiary shall be merged into Parent to form a single corporation, and Parent shall be, and is designated herein as, the Surviving Corporation;

(2) the separate existence of Parent and each Subsidiary shall cease;

(3) the Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the Florida Business Corporation Act; and

(4) the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of either of the Constituent Corporations; and neither the rights of creditors nor any liens on the property of any of the Constituent Corporations shall be impaired by the merger.

(b) On the effective date of the merger, the board of directors of the Surviving Corporation and the members thereof, shall be the persons who were the directors of Parent immediately prior to the merger, to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with the bylaws of the Surviving Corporation and the laws of the State of Florida.

(c) On the effective date of the merger, the officers of the Surviving Corporation shall be the officers of Parent immediately prior to the merger, such officers to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the State of Florida.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting the shares of common stock of each Subsidiary and the mode of carrying the merger into effect are as follows:

(a) All shares of common stock of each Subsidiary (the only class of capital stock issued and outstanding on the effective date of the merger) issued and outstanding on the effective date of the merger shall, without any action on the part of the holder thereof, be cancelled, with the sole stockholder thereof receiving consideration therefore in the form of an increase in the value of its previously held stock in Parent. The issued shares of Parent shall not be converted in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the Surviving Corporation.

(b) On the effective date of the merger, all outstanding warrants and options of each Subsidiary, if any, shall be cancelled.

ARTICLE IV

ARTICLES OF INCORPORATION AND BYLAWS

The articles of incorporation of Parent shall, on the merger becoming effective, be and constitute the articles of incorporation of the Surviving Corporation unless and until amended in the manner provided by law.

The bylaws of Parent shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation unless and until amended in the manner provided by law.

ARTICLE V

RIGHTS OF DISSENTING SHAREHOLDERS

Shareholders of the Subsidiaries who would usually be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE VI

NOTICE TO SHAREHOLDERS OF PLAN OF MERGER

Parent owns 100% of the outstanding shares of each class of stock of all the Subsidiaries (the non-surviving corporations). Parent hereby waives the mailing requirement of the Plan of Merger imposed by Section 607.1104(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, each Constituent Corporation has caused this Plan of Merger to be executed in its corporate name on December 12, 2002.

SURVIVING CORPORATION

SAFESKIN CORPORATION
a Florida Corporation

By: _____
Name: Ronald D. McCray
Title: Vice President

NON-SURVIVING CORPORATIONS

SAFESKIN REAL ESTATE
MANAGEMENT, INC.
a Delaware Corporation

By _____
Name: Ronald D. McCray
Title: Vice President

TACTYL TECHNOLOGIES, INC.
a Delaware Corporation

By _____
Name: Ronald D. McCray
Title: Vice President

VALUE SELECT CORPORATION
a Delaware Corporation

By: _____
Name: Ronald D. McCray
Title: Vice President

PLAN OF MERGER

THIS PLAN OF MERGER dated as of December 31, 2002 is made and entered into by and between Safeskin Corporation, a Florida corporation ("Parent"), and the following wholly-owned subsidiaries of Parent: Safeskin Real Estate Inc., a Delaware corporation, Tactyl Technologies, Inc., a Delaware corporation, Value Select Corporation, a Delaware corporation (each a "Subsidiary," and collectively, the "Subsidiaries"). Parent is sometimes hereinafter referred to as the "Surviving Corporation," and the Subsidiaries and Parent are sometimes hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each Subsidiary is a corporation duly organized and existing under the laws of the state of Delaware, and all of the outstanding shares of common stock of each Subsidiary (the only class of stock outstanding for each Subsidiary) are owned by Parent; and

WHEREAS, the board of directors of Parent has duly approved and adopted this Plan of Merger (the "Plan") providing for the merger of each Subsidiary with and into Parent with Parent as the Surviving Corporation as authorized by the laws of the State of Florida; and

NOW THEREFORE, based on the foregoing premises and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto have agreed and do hereby agree as follows:

ARTICLE I

MERGER AND NAME OF SURVIVING CORPORATION

On the effective date of the merger, December 31, 2002, Parent and each Subsidiary shall cease to exist separately and each Subsidiary shall be merged with and into Parent, which is hereby designated as the "Surviving Corporation," the name of which on and after the effective date of the merger shall remain "Safeskin Corporation."

ARTICLE II

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On the effective date of the merger:

(1) Each Subsidiary shall be merged into Parent to form a single corporation, and Parent shall be, and is designated herein as, the Surviving Corporation;

(2) the separate existence of Parent and each Subsidiary shall cease;

(3) the Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the Florida Business Corporation Act; and

(4) the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of either of the Constituent Corporations; and neither the rights of creditors nor any liens on the property of any of the Constituent Corporations shall be impaired by the merger.

(b) On the effective date of the merger, the board of directors of the Surviving Corporation and the members thereof, shall be the persons who were the directors of Parent immediately prior to the merger, to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with the bylaws of the Surviving Corporation and the laws of the State of Florida.

(c) On the effective date of the merger, the officers of the Surviving Corporation shall be the officers of Parent immediately prior to the merger, such officers to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the State of Florida.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting the shares of common stock of each Subsidiary and the mode of carrying the merger into effect are as follows:

(a) All shares of common stock of each Subsidiary (the only class of capital stock issued and outstanding on the effective date of the merger) issued and outstanding on the effective date of the merger shall, without any action on the part of the holder thereof, be cancelled, with the sole stockholder thereof receiving consideration therefore in the form of an increase in the value of its previously held stock in Parent. The issued shares of Parent shall not be converted in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the Surviving Corporation.

(b) On the effective date of the merger, all outstanding warrants and options of each Subsidiary, if any, shall be cancelled.

ARTICLE IV

ARTICLES OF INCORPORATION AND BYLAWS

The articles of incorporation of Parent shall, on the merger becoming effective, be and constitute the articles of incorporation of the Surviving Corporation unless and until amended in the manner provided by law.

The bylaws of Parent shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation unless and until amended in the manner provided by law.

ARTICLE V

RIGHTS OF DISSENTING SHAREHOLDERS

Shareholders of the Subsidiaries who would usually be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE VI

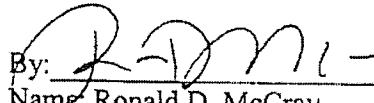
NOTICE TO SHAREHOLDERS OF PLAN OF MERGER

Parent owns 100% of the outstanding shares of each class of stock of all the Subsidiaries (the non-surviving corporations). Parent hereby waives the mailing requirement of the Plan of Merger imposed by Section 607.1104(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, each Constituent Corporation has caused this Plan of Merger to be executed in its corporate name on December 12, 2002.


SURVIVING CORPORATION

SAFESKIN CORPORATION
a Florida Corporation

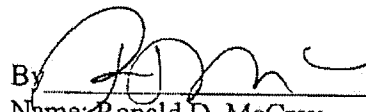
By: 
Name: Ronald D. McCray
Title: Vice President

NON-SURVIVING CORPORATIONS


SAFESKIN REAL ESTATE
MANAGEMENT, INC.
a Delaware Corporation

By: 
Name: Ronald D. McCray
Title: Vice President

TACTYL TECHNOLOGIES, INC.
a Delaware Corporation

By: 
Name: Ronald D. McCray
Title: Vice President

VALUE SELECT CORPORATION
a Delaware Corporation

By: 
Name: Ronald D. McCray
Title: Vice President

AUTHORIZATION
BY
THE CHIEF EXECUTIVE OFFICER
OF
KIMBERLY-CLARK CORPORATION

Inactive Entity Mergers

I, Thomas J. Falk, Chief Executive Officer of Kimberly-Clark Corporation (the "Corporation"), pursuant to the authority granted to me by the Board of Directors of the Corporation at its September 11-12, 2002 meeting, hereby authorize the Corporation to effect the mergers of certain of the Corporation's inactive subsidiaries into their parent companies as described in Attachment A effective on or before December 31, 2002. The mergers shall be effected upon such terms and subject to such conditions as the Senior Vice President and Chief Financial Officer, the Vice President – Taxes or the Vice President, Associate General Counsel and Secretary of the Corporation (collectively, the "Officers") may deem appropriate.

The Officers, and any officer or employee of the Corporation or any affiliate thereof designated in writing by an Officer, be, and each of them, are hereby authorized to prepare, execute, deliver and cause to be filed such instruments, resolutions, documents, agreements, plans of merger, notes, certificates and notices, to form such entities, and to take all such other actions, on behalf of the Corporation which any of them may deem necessary or desirable in connection with, or to effect the intent and purposes of, the foregoing.

Date: December 12, 2002



Thomas J. Falk
Chief Executive Officer

Inactive Entity Mergers

Note: Surviving companies are in bold text.

Kimberly-Clark Corporation

Kimberly-Clark Technical Paper, Inc.
Menominee, Inc.
Scottcom, Inc.

Kimberly-Clark Worldwide, Inc.

Discott II, Inc.

Ballard Medical Products

BMCO One, Inc.
BMCO Two, Inc.
Ballard Medical Sales, Ltd.
Ballard Purchase Corporation
Ballard Real Estate Holdings, Inc.
Cardiotronics Systems Incorporated
R2 Medical Systems, Inc.
Medical Innovations Corporation
Mistassist, Inc.
Plastic Engineered Products Company

Safeskin Corporation

Safeskin Insurance Management, Inc.
Safeskin Real Estate, Inc.
Tactyl Technologies, Inc.
Value Select Corporation