

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/06/2006
CONVEYING PARTY DATA	
Name	Execution Date
Medex, Inc.	08/04/2006
RECEIVING PARTY DATA	
Name:	Smiths Medical ASD, Inc.
Street Address:	160 Weymouth Street
City:	Rockland
State/Country:	MASSACHUSETTS
Postal Code:	02370
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11163660
CORRESPONDENCE DATA	
Fax Number:	(513)241-6234
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	5132412324
Email:	jwalker@whepatent.com
Correspondent Name:	Kurt L. Grossman, Esq.
Address Line 1:	441 Vine Street, 2700 Carew Tower
Address Line 2:	Wood, Herron & Evans, LLP
Address Line 4:	Cincinnati, OHIO 45202
ATTORNEY DOCKET NUMBER:	MDX-327
NAME OF SUBMITTER:	Kurt L. Grossman
Total Attachments: 4 source=SMASD_Merger#page1.tif source=SMASD_Merger#page2.tif	

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Delaware

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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 MERGER, WHICH MERGES:

"MEDEX, INC.", AN OHIO CORPORATION,

"RESPIRATORY SUPPORT PRODUCTS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "SMITHS MEDICAL ASD, INC." UNDER THE NAME OF "SMITHS MEDICAL ASD, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 2006, AT 12:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SIXTH DAY OF AUGUST, A.D. 2006, AT 12:03 O'CLOCK A.M.

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



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060733259

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4952212

DATE: 08-04-06

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CERTIFICATE OF MERGER

OF

MEDEX, INC.
(an Ohio corporation)

AND

RESPIRATORY SUPPORT PRODUCTS, INC.
(a California corporation)

WITH AND INTO

SMITHS MEDICAL ASD, INC.
(a Delaware corporation)

Pursuant to Sections 103 and 252 of the General
Corporation Law of the State of Delaware

Smiths Medical ASD, Inc., a Delaware corporation, which desires to merge Medex, Inc., an Ohio corporation, and Respiratory Support Products, Inc., a California corporation, with and into itself pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Smiths Medical ASD, Inc.	Delaware
Medex, Inc.	Ohio
Respiratory Support Products, Inc.	California

SECOND: An Agreement of Merger dated August 4, 2006 between the Constituent Corporations (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the DGCL.

THIRD: The surviving corporation shall be Smiths Medical ASD, Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Smiths Medical ASD, Inc.

FIFTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u> <u>Per Share</u>
Medex, Inc.	Common	20,000,000	\$0.01
Respiratory Support Products, Inc.	Common	10,000	\$100.00

SIXTH: The merger is to become effective at 12:03 a.m. on August 6, 2006.

SEVENTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 160 Weymouth Street, Rockland, MA 02370-1136.

EIGHTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

IN WITNESS WHEREOF, Smiths Medical ASD, Inc. has caused this Certificate of Merger to be signed by its President as of this 4th day of August, 2006.

SMITHS MEDICAL ASD, INC.

By: 
Name: Stuart Morris-Hipkins
Title: President

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