

# PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/04/2006
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
Smiths Medical MD, Inc.	08/06/2006
<b>RECEIVING PARTY DATA</b>	
Name:	Smiths Medical ASD, Inc.
Street Address:	1265 Grey Fox Road
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55112
<b>PROPERTY NUMBERS Total: 29</b>	
Property Type	Number
Patent Number:	5387192
Patent Number:	5531697
Patent Number:	5558641
Patent Number:	5567119
Patent Number:	5567136
Patent Number:	5531698
Patent Number:	5562618
Patent Number:	5632729
Patent Number:	5613945
Patent Number:	5658252
Patent Number:	5564915
Patent Number:	5647854
Patent Number:	5879143
Patent Number:	5788671

CH \$1160.00 5387192

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**PATENT**  
**REEL: 023486 FRAME: 0029**

Patent Number:	5743873
Patent Number:	6024539
Patent Number:	6123686
Patent Number:	5810771
Patent Number:	5876370
Patent Number:	5485408
Patent Number:	5658250
Patent Number:	5669877
Patent Number:	5788669
Patent Number:	5935099
Patent Number:	6202708
Patent Number:	6077055
Patent Number:	6267564
Patent Number:	6241704
Patent Number:	6475180

#### CORRESPONDENCE DATA

Fax Number: (703)739-2815

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: iprecordals@cpaglobal.com

Correspondent Name: CPA Global

Address Line 1: Liberation House

Address Line 2: Castle Street

Address Line 4: St. Helier, JERSEY JE1 1BL

NAME OF SUBMITTER:

Michelle Teixeira

Total Attachments: 4

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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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:06 PM 08/04/2006  
FILED 12:53 PM 08/04/2006  
SRV 060733259 - 2059958 FILE

**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)**

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

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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.

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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.

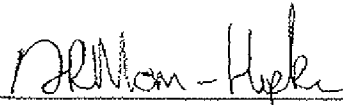
SEVENTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 160 Weymouth Street, Rockland, MA 02370-1136.

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 14<sup>th</sup> day of August, 2006.

SMITHS MEDICAL ASD, INC.

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



Name: Stuart Morris-Hipkins  
Title: President

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