

04/11/2011



4-7-11

To the Assistant Commissioner

103622081

ments or copy thereof

1 Name of conveying party(ies)

Smiths Medical MD, Inc

Add'l name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3 Nature of conveyance

- ☐ Assignment ☒ Merger  
☐ Security Agreement  
☐ Change of name  
☐ Other

Execution Date July 31, 2009

2 Name and address of receiving party(ies)

Smiths Medical ASD, Inc  
1265 Grey Fox Road  
St. Paul, MN 55112

Add'l 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)

12/076,495, 12/588,473 and 12/801,349

B Patent No (s)

Additional numbers attached? ☐ Yes ☒ No

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

Louis Woo, Esq  
Law Offices of Louis Woo  
717 N Fayette Street  
Alexandria, VA 22314

6 Total number of applications and patents involved [3]

7 Total fee (37 CFR 3.41) \$ 120.00

- ☐ Enclosed  
☒ Charge Credit Card form PTO-2038 attached  
☒ Charge deficiencies/credit overpayments to Deposit Account 50-0501

8 Deposit Account No 50-0501  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Date April 7, 2011

Louis Woo  
Reg No 31,730

Total number of pages comprising cover sheet [7]

Do not detach this portion

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

Commissioner for Patents  
Box Assignments  
P.O. Box 1450  
Alexandria, VA 22313-1450

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REEL: 026147 FRAME: 0150

State of Minnesota

# SECRETARY OF STATE

## Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: SMITHS MEDICAL MD, INC.  
DE: SMITHS MEDICAL ASD, INC.

State of Formation and Name of Surviving Entity:

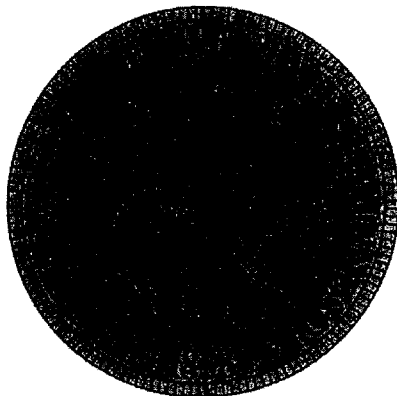
DE: SMITHS MEDICAL ASD, INC.

Effective Date of Merger: 07/31/2009

Name of Surviving Entity after Effective Date of Merger:

SMITHS MEDICAL ASD, INC.

This certificate has been issued on: 07/31/2009.



*Mark Ritchie*  
Secretary of State.



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DL-M

## ARTICLES OF MERGER

## MERGING

SMITHS MEDICAL MD, INC.  
(a Minnesota corporation)

## WITH AND INTO

SMITHS MEDICAL ASD, INC.  
(a Delaware corporation)

(Pursuant to Section 302A.615 and Section 302A.651 of the  
Minnesota Business Corporation Act)

\* \* \*

Pursuant to Sections 302A.615 and 302A.651 of the Minnesota Business Corporation Act (the "MBCA"), the undersigned officer of Smiths Medical ASD, Inc., a Delaware corporation ("Smiths ASD") and the undersigned officer of Smiths Medical MD, Inc., a Minnesota corporation ("Smiths MD") hereby execute, file and adopt the following Articles of Merger:

FIRST: The Agreement of Merger (the "Agreement") providing for the merger of Smiths MD with and into Smiths ASD (the "Merger"), is attached hereto as **Exhibit A**.

SECOND: The Agreement has been approved by each constituent corporation pursuant to Chapter 302A of the MBCA.

THIRD: Smiths ASD, the surviving corporation hereby:

(a) agrees that it may be served with process in the State of Minnesota in any proceeding for the enforcement of an obligation of a constituent corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against the surviving corporation;

(b) irrevocably appoints the secretary of state as its agent to accept service of process in any proceeding, and such process may be forwarded to Registered Agent Solutions, Inc., 6609 Cherokee Lane North, Brooklyn Park, Minnesota 55428; and

(c) agrees that it will promptly pay to the dissenting shareholders of each domestic constituent corporation the amount, if any, to which they are entitled under section 302A.473 of the MBCA.

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Smiths Medical MD Inc merger w Smiths Medical ASD Inc - Articles of Merger (MN) DB1/63287755 1	1
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IN WITNESS WHEREOF, these Articles of Merger have been executed this 31<sup>st</sup> day of July 2009.

SMITHS MEDICAL ASD, INC.

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

Name: Stuart Morris-Hipkins

Title: President

SMITHS MEDICAL MD, INC.

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

Name: Stuart Morris-Hipkins

Title: President

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"SMITHS MEDICAL MD, INC.", A MINNESOTA 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 THIRTY-FIRST DAY OF JULY, A.D. 2009, AT 11:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF JULY, A.D. 2009, AT 11:59 O'CLOCK P.M.

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

2059958 8100M

090743632

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7450170

DATE: 07-31-09

PATENT  
REEL: 026147 FRAME: 0154

**CERTIFICATE OF MERGER**

**OF**

**SMITHS MEDICAL MD, INC.**  
**(a Minnesota corporation)**

**WITH AND INTO**

**SMITHS MEDICAL ASD, INC.**  
**(a Delaware corporation)**

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), Smiths Medical ASD, Inc., a Delaware corporation (the "Company"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Smiths Medical ASD, Inc.	Delaware
Smiths Medical MD, Inc.	Minnesota

SECOND: An Agreement of Merger, dated as of July 31, 2009 (the "Merger Agreement"), by and between the Company and Smiths Medical MD, Inc, a Minnesota corporation ("Smiths MD"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation of the merger is Smiths Medical ASD, Inc. (the "Surviving Corporation").

FOURTH: The authorized capital stock of Smiths MD consists of 15,000,000 shares of common stock, \$0.01 par value per share, of which 10,000,000 are designated as Class A Common Stock and 3,000,000 as Class B Common Stock.

FIFTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Company except that Article 4 of the Certificate of Incorporation of the Surviving Corporation shall read as follows: "The total number of shares of stock which the corporation shall have authority to issue is Two Hundred Thousand (200,000) and the par value of each such shares is One Dollar (\$1.00) amounting in the aggregate to Two Hundred Thousand Dollars (\$200,000)."

SIXTH: The executed Merger Agreement is on file at the office of the Surviving Corporation, located at 160 Weymouth Street, Rockland, Massachusetts 02370.

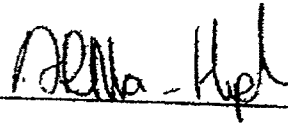
SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporations.

EIGHTH: This Certificate of Merger, and the merger provided for herein, shall become effective at 11:59 p.m. United States Eastern Time on July 31, 2009.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed as of the 31 day of July, 2009.

SMITHS MEDICAL ASD, INC.

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



Name: Stuart Morris-Hipkins

Title: President