

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/31/2009
CONVEYING PARTY DATA	
Name	Execution Date
Smiths Medical MD, Inc.	07/31/2009
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:	13419138
CORRESPONDENCE DATA	
Fax Number:	(612)349-9266
Phone:	612-349-5741
Email:	mittchell@ptslaw.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	James H. Patterson
Address Line 1:	80 South 8th Street
Address Line 2:	4800 IDS Center
Address Line 4:	Minneapolis, MINNESOTA 55402
ATTORNEY DOCKET NUMBER:	4176.34US02
NAME OF SUBMITTER:	Valerie P. Mitchell
Total Attachments: 12 source=4176 34US02 Merger#page1.tif	

OP \$40.00 13419138

source=4176 34US02 Merger#page2.tif
source=4176 34US02 Merger#page3.tif
source=4176 34US02 Merger#page4.tif
source=4176 34US02 Merger#page5.tif
source=4176 34US02 Merger#page6.tif
source=4176 34US02 Merger#page7.tif
source=4176 34US02 Merger#page8.tif
source=4176 34US02 Merger#page9.tif
source=4176 34US02 Merger#page10.tif
source=4176 34US02 Merger#page11.tif
source=4176 34US02 Merger#page12.tif

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.

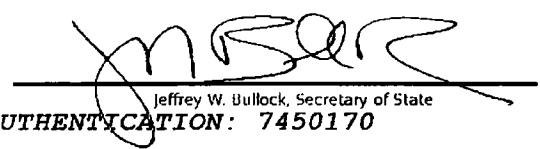
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.

2059958 8100M

090743632

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7450170

DATE: 07-31-09

PATENT
REEL: 028267 FRAME: 0556

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMITHS MEDICAL ASD, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMITHS MEDICAL ASD, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF APRIL, A.D. 1985.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

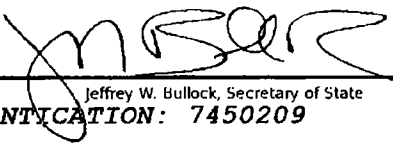
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2059958 8300

090743763

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7450209

DATE: 07-31-09

PATENT
REEL: 028267 FRAME: 0557

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:15 AM 07/31/2009
FILED 11:15 AM 07/31/2009
SRV 090743632 - 2059958 FILE

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.

DB1:62752097 1

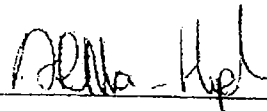
PATENT
REEL: 028267 FRAME: 0558

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



Minnesota Secretary of State
FOREIGN CORPORATION REGISTRATION
TO TRANSACT BUSINESS IN MINNESOTA

PLEASE TYPE OR PRINT IN BLACK INK.

FILING FEE: \$225 (\$75 if Non-Profit)

1. YOU MUST ATTACH A CERTIFICATE OF GOOD STANDING OR STATUS, DATED WITHIN THE LAST 90 DAYS, ISSUED BY THE FILING OFFICER WHERE THE BUSINESS RECORDS ARE KEPT IN THE STATE OR JURISDICTION IN WHICH THIS ENTITY IS DOMICILED.

2. The name of this corporation is:

Smiths Medical ASD, Inc.

Legal Name of Corporation

3. If the exact legal name of this corporation is unavailable in Minnesota, please complete, approve and execute the resolution at the bottom of this form and list the alternate name here:

4. The state or country under the laws of which the corporation is incorporated is: Delaware

5. The name and address of the registered agent and registered office in the State of Minnesota is:

Registered Agent Solutions, Inc.

Full Name of Registered Agent

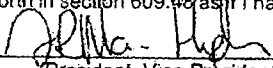
Registered Address: 6609 Cherokee Lane North, Brooklyn Park, MN 55428

Street address or rural route and rural route box number of the registered agent in Minnesota (cannot be a P.O. Box)

By registering the corporation irrevocably consents to service of process on it as provided by Minnesota Statutes chapter 303.13 and 5.25.

6. This corporation is a (check one) ☐ non-profit ☒ for-profit entity.

I certify that I am authorized to execute this application and I further certify that I understand that by signing this application, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this application under oath.


(President, Vice-President, Secretary or Assistant Secretary)
Stuart Morris-Hipkins

WHEREAS, the name of this corporation is currently on file with the Secretary of State of Minnesota, and WHEREAS, the corporation has not obtained the use of this name through the consent or affidavit procedures permitted by Minnesota Statutes chapter 302A.115, THEREFORE, BE IT RESOLVED, that this corporation shall use the name

(Alternate name must also include a corporate designation). Which meets all the requirements of Minnesota Statutes chapters 303.05 and 302A.115, as its name in the State of Minnesota, for all purposes.

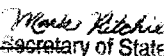
Approved on _____ by the _____ Proportion _____
Day Month Year

STATE OF MINNESOTA
DEPARTMENT OF STATE
vote of the FILED

Directors of _____
Corporate Name

JUL 31 2009

Authorized Signature


Secretary of State

I certify that this is the actual text of the approved resolution.

Bus25 Foreign Corp Reg. Rev. 5-07

MS025 07-13-2007 C.T. System Online

PATENT
REEL: 028267 FRAME: 0560

4 L-862

34350180002

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.

[REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

Smiths Medical MD Inc merger w Smiths Medical ASD Inc - Articles of Merger (MN)
DBL-61287755.1

IN WITNESS WHEREOF, these Articles of Merger have been executed this 31st day of July 2009.

SMITHS MEDICAL ASD, INC.

By: Stuart Morris-Hipkins

Name: Stuart Morris-Hipkins

Title: President

SMITHS MEDICAL MD, INC.

By: Stuart Morris-Hipkins

Name: Stuart Morris-Hipkins

Title: President

EXHIBIT A

Agreement

Smiths Medical MD Inc merger w Smiths Medical ASD Inc - Articles of Merger (MN) DB163287755.1	3
--	---

AGREEMENT OF MERGER

OF

SMITHS MEDICAL MD, INC.
(a Minnesota corporation)

WITH AND INTO

SMITHS MEDICAL ASD, INC.
(a Delaware corporation)

AGREEMENT OF MERGER (the "Agreement of Merger"), dated as of July 31, 2009, by and between Smiths Medical MD, Inc., a corporation organized and existing under the laws of the State of Minnesota ("Smiths MD"), and Smiths Medical ASD, Inc., a corporation organized and existing under the laws of the State of Delaware ("Smiths ASD"), with reference to the following recitals:

WHEREAS, MedVest Holdings Corporation, an Ohio corporation ("MedVest"), holds all of the issued and outstanding shares of capital stock of Smiths MD (the "Smiths MD Common Stock");

WHEREAS, MedVest holds all of the issued and outstanding shares of capital stock of Smiths ASD (the "Smiths ASD Common Stock");

WHEREAS, the Boards of Directors and the stockholder of Smiths ASD have adopted resolutions approving this Agreement of Merger in accordance with the General Corporation Law of the State of Delaware (the "DGCL"); and

WHEREAS, the Boards of Directors and the shareholder of Smiths MD have adopted resolutions approving this Agreement of Merger in accordance with the Minnesota Business Corporation Law Act (the "MBCLA").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. Smiths ASD and Smiths MD (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Agreement of Merger.

2. Merger; Service of Process. At the Effective Time (as defined in Section 3 hereof), Smiths MD shall be merged with and into Smiths ASD, which shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation, which shall continue to be governed by the laws of the State of Delaware, hereby agrees that it may be

served with process in the State of Delaware in any proceeding for enforcement of any obligation of Smiths MD, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger. A copy of such process shall be mailed by the Secretary of the State of the State of Delaware to the Surviving Corporation at Registered Agent Solutions, Inc., 32 W. Lookerman Street, Suite 201, Dover, DE 19904.

3. Filing and Effective Time. A Certificate of Merger to be filed with the Secretary of State of the State of Delaware in accordance with Section 252 of the DGCL and an Articles of Merger to be filed with the Secretary of State of the State of Minnesota in accordance with Section 302A.615 of the MBCLA shall be delivered to the appropriate state official for filing. The Merger shall become effective at 11:59 p.m. United States Eastern Time on July 31, 2009 (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Smiths ASD shall be and thereafter remain the Certificate of Incorporation of the Surviving Corporation, until amended in accordance with applicable law, 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)."

5. Bylaws. At the Effective Time, the Bylaws of Smiths ASD shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of Smiths ASD shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his or her resignation or removal, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the DGCL and MBCLA.

8. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Agreement of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of Smiths MD acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement of Merger, Smiths MD and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving

Corporation and otherwise to carry out the purposes of this Agreement of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of Smiths MD or otherwise to take any and all such action.

9. Capital Stock. At the Effective Time, each share of Smiths MD Common Stock, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist and be converted into and represent the right to receive .0346594381 shares of the Surviving Corporation as consideration for Smiths MD entering into this Agreement of Merger. At the Effective Time, each issued and outstanding share of Smiths ASD Common Stock shall continue to be issued and outstanding and shall represent shares of stock of the Surviving Corporation.

10. Amendment or Termination. Notwithstanding stockholder approval of this Agreement of Merger, this Agreement of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Agreement of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors and stockholders of each of Smiths MD and Smiths ASD, have duly executed this Agreement of Merger as of the day and year first written above.

SMITHS MEDICAL MD, INC.,
a Minnesota corporation

By: Stuart Morris-Hipkins

Name: Stuart Morris-Hipkins

Title: President

SMITHS MEDICAL ASD, INC.,
a Delaware corporation

By: Stuart Morris-Hipkins

Name: Stuart Morris-Hipkins

Title: President

STATE OF MINNESOTA
DEPARTMENT OF STATE

FILED

JUL 31 2009

Mark Ritchie
Secretary of State

Agmt of Merger - Smiths Medical MD into Smiths Medical ASD
DB1762768222 2

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.
DATED 7-31-09
Mark Ritchie
Secretary of State
By Cornie Kuffman