

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Thompson Medical Company, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New York State Corporation
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/31/2000

2. Name and address of receiving party(ies)

Name: The Delaco Company

Internal

Address: _____

Street Address: 103 Foulk Road, Suite 202

City: Wilmington State: DE Zip: 19803

- Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware Corporation
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,210,213

Additional number(s) attached Yes No

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

Name: Michael J. Brown

Internal Address: _____

Curtis, Mallet-Prevost, Colt & Mosle LLP

Street Address: 101 Park Avenue

City: New York State: NY Zip: 10178-0061

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41) \$ \$40.00

- Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

03-3923

(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.

Eric Stenshoel

Name of Person Signing

Eric Stenshoel

Signature

Nov. 5 2001

Date

Total number of pages including cover sheet, attachments, and document:

11

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

FILING RECEIPT

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ENTITY NAME: THE DELACO COMPANY

DOCUMENT TYPE: MERGER (UNA. BUSINESS)
PROCESS

COUNTY: UNKN

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

CONSTITUENT NAME: THOMPSON MEDICAL COMPANY, INC.

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FILED:12/29/2000 DURATION:***** CASH#:001229000558 FILM #:001229000534

ADDRESS FOR PROCESS

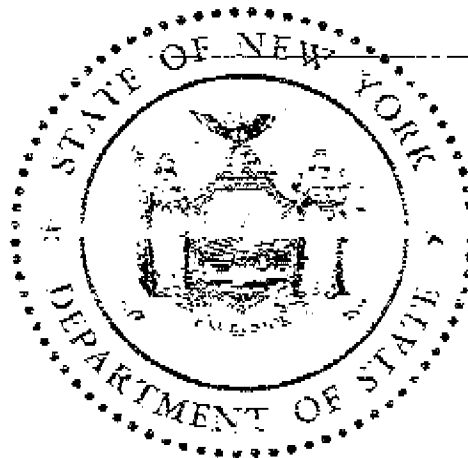
EFFECT DATE

C/O CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
101 PARK AVENUE
NEW YORK, NY 10178

ATTN: ELIOT LAUER

12/31/2000

REGISTERED AGENT



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FILER	FEE	AMOUNT	PAYMENTS	AMOUNT
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	FILING	60.00	CASH	0.00
CURTIS, MALLET-PREVOST, COLT &	TAX	0.00	CHECK	0.00
MOSLE LLP	CERT	0.00	CHARGE	0.00
101 PARK AVENUE	COPIES	10.00	DRAWDOWN	220.00
NEW YORK, NY 10178-0061	HANDLING	150.00	BILLED	0.00
			REFUND	0.00
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DOS-1025 (11/89)

TRADEMARK
REEL: 002366 FRAME: 0060

F00L229000539

CT-07

CERTIFICATE OF MERGER
OF
THOMPSON MEDICAL COMPANY, INC.
WITH AND INTO
THE DELACO COMPANY
UNDER SECTION 1309 OF THE
BUSINESS CORPORATION LAW

12/2/2000

FILED

Dec 29 12 08 PM '00

12/29/00

1.9
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 29 2000

142

Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178-0061

Dec 29 11 24 AM '00

RECEIVED

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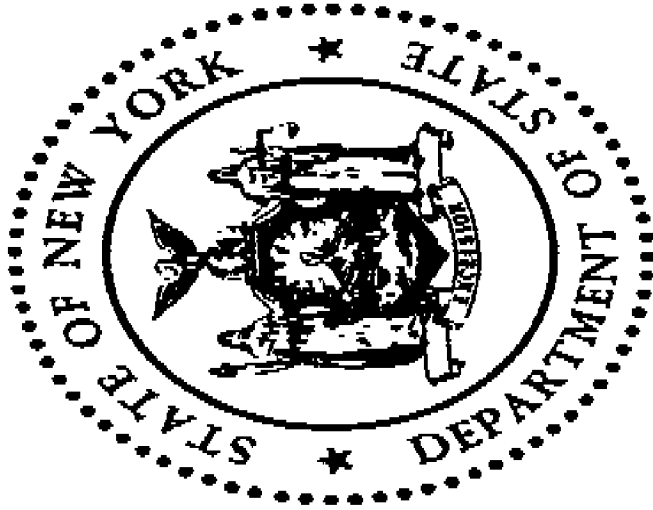
TRADEMARK
TAWDOWN

State of New York }
Department of State }
ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JAN 03 2001



A handwritten signature in cursive script, appearing to read "J. Clark", is written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

CT-07

CERTIFICATE OF MERGER
OF
THOMPSON MEDICAL COMPANY, INC.
WITH AND INTO
THE DELACO COMPANY

(Under Section 907 of the Business Corporation Law of the State of New York)

1. The name of each constituent corporation and of the surviving corporation is follows:

(a) The name of each constituent corporation is: _____

- (i) Thompson Medical Company, Inc., a corporation organized and existing under the laws of the State of New York.
- (ii) The Delaco Company, a corporation organized and existing under the laws of the State of Delaware.

(b) The name of the Surviving Corporation is, and following the merger provided for hereby will be, The Delaco Company.

2. The designation and number of outstanding shares of each class and series, and the voting rights thereof, of each constituent corporation is as follows:

(a) The designation and number of outstanding shares are as follows:

<u>Name of Corporation</u>	<u>Designation of Shares</u>	<u>Authorized Shares</u>	<u>Outstanding Shares</u>
The Delaco Company	Common Stock, par value \$0.01 per share	7,000	None
Thompson Medical Company, Inc.	Common Stock, par value \$0.10 per share	7,000,000	5,753,221.2515

(b) The holders of Common Stock of Thompson Medical Company, Inc. are entitled to vote as a class to approve the Merger, and are entitled to one vote for each share of Common Stock held.

(c) The number of authorized and outstanding shares of the constituent corporations is not subject to change prior to the effective time of the merger.

3. The merger was adopted by Thompson Medical Company, Inc., the sole constituent New York corporation, by the unanimous written consent of its shareholders given in accordance with Section 615 of the Business Corporation Law.
4. The merger is permitted by the laws of the State of Delaware, the jurisdiction of organization of The Delaco Company, the sole constituent foreign corporation, and is in compliance therewith.
5. The surviving corporation and the sole constituent foreign corporation is The Delaco Company, a corporation incorporated under the laws of the State of Delaware on December 21, 2000. An application for authority by the surviving corporation to do business in the State of New York has not been filed by the Department of State of the State of New York, and the surviving corporation will not do business in the State of New York until an application for authority shall have been filed by the Department of State.
6. The date on which the certificate of incorporation of Thompson Medical Company, Inc., the sole constituent New York corporation, was filed by the Department of State was January 4, 1954.
7. The Delaco Company agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law of the right of shareholders of any constituent New York corporation to receive payment for their shares against the surviving corporation.
8. The Delaco Company designates the Secretary of State of the State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against the surviving corporation that is served upon him is c/o Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, New York, 10178, Attention: Elliot Lauer. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.
9. The Delaco Company agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of Thompson Medical Company, Inc., the sole constituent New York corporation, the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.
10. Thompson Medical Company, Inc., the sole constituent New York corporation, hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by it have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger has been filed by it. The said report, if estimated, is subject to amendment, and The Delaco Company hereby agrees that it will, within 30 days after the filing of this Certificate of Merger, file the cessation

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franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by Thompson Medical Company, Inc., the sole constituent New York corporation.

11. The merger shall be effective on December 31, 2000.

IN WITNESS WHEREOF, the constituent corporations have caused this Certificate of Merger to be executed as of December 29, 2000.

The Delago Company

By: 

Name: Eliot Lauer

Title: President

Thompson Medical Company, Inc.

By: 

Name: Daniel N. Horvitz

Title: President and Chief Executive Officer

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Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"THOMPSON MEDICAL COMPANY, INC.", A NEW YORK CORPORATION, WITH AND INTO "THE DELACO COMPANY" UNDER THE NAME OF "THE DELACO COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 11 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 DECEMBER, A.D. 2000.

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




Edward J. Freel, Secretary of State

AUTHENTICATION: 0885254

DATE: 12-29-00

3334441 8100M

001657213

TRADEMARK
REEL: 002366 FRAME: 0066

CERTIFICATE OF MERGER
OF
THOMPSON MEDICAL COMPANY, INC.
WITH AND INTO
THE DELACO COMPANY

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
The Delaco Company	Delaware
Thompson Medical Company, Inc.	New York

SECOND: An Agreement and Plan of Merger by and between The Delaco Company and Thompson Medical Company, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of sections 141(f), 228(a) and 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is The Delaco Company, a Delaware corporation.

FOURTH: The Certificate of Incorporation of The Delaco Company, as in effect immediately prior to the effective time of the merger shall be the Certificate of Incorporation of the surviving corporation, until thereafter changed or amended as provided therein or by applicable law.

FIFTH: The executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is at 103 Foulk Road, Suite 202, Wilmington, Delaware 19803.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.


SEVENTH: The authorized capital stock of Thompson Medical Company, Inc., the sole foreign corporation which is a party to the merger, is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Common	7,000,000	\$0.10

EIGHTH: That this Certificate of Merger shall become effective at the close of business on December 31, 2000.

IN WITNESS WHEREOF, The Delaco Company has caused this Certificate of Merger to be executed as of December 29, 2000.

The Delaco Company

By: 
Name: Eliot Lauer
Title: President