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To the Honorable Commissioner of

101890682

attached original documents or copy thereof.

1. Name of conveying party(ies): ALTHIN MEDICAL, INC.

10-17-01

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: DECEMBER 29, 2000

2. Name and address of receiving party(ies)

Name: BAXTER HEALTHCARE CORPORATION

Internal Address: LAW DEPARTMENT, 2-2E

Street Address: ONE BAXTER PARKWAY

City: DEERFIELD State: IL ZIP: 60015

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State DELAWARE, 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 patent number(s):

A. Trademark Application No.(s) 75/483704

B. Trademark Registration No.(s) 1314431 2235217 1771285 2019801

Additional numbers attached? Yes No

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

Name: SHERRI D. ELLIS

Internal Address: LAW DEPARTMENT, 2-2E

Street Address: ONE BAXTER PARKWAY

City: DEERFIELD State: IL ZIP: 60015

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 02-1440 (DF7444)

NOTE: ANY ADDITIONAL AMOUNT DUE IS AUTHORIZED TO BE CHARGED. (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

01 FC:1481 40.00 CH 02 FC:482 100.00 CH

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.

SHERRI D. ELLIS

Name of Person Signing

Signature

OCTOBER 16, 2001

Date

Total number of pages including cover sheet, attachments, and document: 4

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

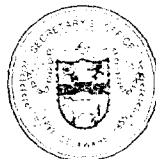
TRADEMARK REEL: 002391 FRAME: 0426

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:

"ALTHIN MEDICAL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BAXTER HEALTHCARE CORPORATION" UNDER THE NAME OF "BAXTER HEALTHCARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JANUARY, A.D. 2001, AT 4 O'CLOCK P.M.

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



0647024 8100M

010002907

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0890033

DATE: 01-03-01

TRADEMARK
REEL: 002391 FRAME: 0427

CERTIFICATE OF MERGER
Merging

ALTHIN MEDICAL, INC.
(a Delaware corporation)
into
BAXTER HEALTHCARE CORPORATION
(a Delaware corporation)

The undersigned corporations certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the Merger is as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION</u> |
|-------------------------------|-------------------------------|
| Althin Medical, Inc. | Delaware |
| Baxter Healthcare Corporation | Delaware |

SECOND: That an Agreement and Plan of Merger ("Agreement") between the parties to the Merger has been approved, adopted, certified, signed and acknowledged by the directors of each of the constituent corporations and by the sole stockholder of each of the constituent corporations, in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation is:

Baxter Healthcare Corporation

FOURTH: That the Certificate of Incorporation of Baxter Healthcare Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the signed Agreement is on file at the principal place of business of the surviving corporation, the address of which is:

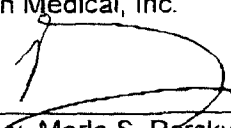
One Baxter Parkway
Deerfield, Illinois 60015

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


SEVENTH: That the Merger shall be effective upon filing of this Certificate in the State of Delaware.

Dated: December 29, 2000

Althin Medical, Inc.

By: 
name: Marla S. Persky
title: President

Baxter Healthcare Corporation

By: 
name: Jan Stern Reed *NAT*
title: Secretary