

12-15-2005

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RE



103137701

To the Director of the U. S. Patent and Trademark Office, _____ documents or the new address(es) below.

1. Name of conveying party(ies):

The AlphaMed Company, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Ohio
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) December 31, 2004

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: The AlphaMed Company, Inc.

Internal

Address: _____

Street Address: 318 Blackwell Street, Suite 260

City: Durham

State: North Carolina

Country: US Zip: 27701

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,979,035

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Alan F. Meckstroth, Esq.

Internal Address: Jacox, Meckstroth & Jenkins

Street Address: 2310 Far Hills Building
Suite 2

City: Dayton

State: Ohio Zip: 45410-1575

Phone Number: (937) 298-2811

Fax Number: (937) 298-7418

Email Address: _____

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Alan F. Meckstroth
Signature

12/9/05
Date

12/13/2005 ECDOPER 00000036 1979035

01 FC:8521
02 FC:8522

40.00 Alan F. Meckstroth
150.00 Fee of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Continuation of Item 4B:

- 2) 2,206,485
- 3) 2,417,439
- 4) 2,603,141
- 5) 2,655,990
- 6) 2,852,896
- 7) 2,852,897



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

THE ALPHAMED COMPANY, INC.

INTO

ALPHAMED PRESS, INC.

WHICH CHANGED ITS NAME TO

THE ALPHAMED COMPANY, INC.

the original of which was filed in this office on the 5th day of January, 2005.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 5th day of January, 2005

Elaine F. Marshall

Secretary of State

Document Id: C20050040047

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ARTICLES OF MERGER
OF
THE ALPHAMED COMPANY, INC.
INTO
ALPHAMED PRESS, INC.

Pursuant to § 55-11-05 and § 55-11-07 of the General Statutes of North Carolina, AlphaMed Press, Inc. (the "Surviving Corporation"), a corporation organized under the law of North Carolina, hereby submits these Articles of Merger for the purpose of merging The AlphaMed Company, Inc. (the "Merging Corporation"), a corporation organized under the law of Ohio, into the Surviving Corporation:

I. The Plan of Merger that was duly approved in the manner prescribed by Chapter 55 of the General Statutes of North Carolina by the shareholders of each of the corporations participating in the merger is attached hereto as Exhibit A and is incorporated herein by reference.

II. The merger is permitted by the law of the state of incorporation of each foreign corporation that is a party to the merger. Each foreign corporation that is a party to the merger has complied or shall comply with the applicable laws of its state of incorporation in effecting the merger.

This the 31st day of December, 2004.

ALPHAMED PRESS, INC.

By: 
Ann Murphy, President

EXHIBIT A

PLAN OF MERGER

A. Corporations Participating in Merger.

The AlphaMed Company, Inc., an Ohio corporation (the "Merging Corporation"), will merge into AlphaMed Press, Inc., a North Carolina corporation, which will be the surviving corporation (the "Surviving Corporation").

B. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name "The AlphaMed Company, Inc."

C. Merger.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows

1. **Surviving Corporation.** The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. **Merging Corporation.** Each outstanding share of the Merging Corporation will be converted into and exchanged for one (1) share of common stock of the Surviving Corporation.
3. **Fractional Shares.** No fractional shares will be issued. Any shareholder of the Merging Corporation who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.
4. **Surrender of Share Certificates.** Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor a certificate or

certificates representing the number of shares to which he is entitled under this Plan. Until so surrendered each outstanding certificate that prior to the Effective Time represented shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.

E. Abandonment.

After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.

F. Principal Office.

The street address and mailing address of the Surviving Corporation's principal office is 318 Blackwell Street, Suite 260, Durham, Durham County, North Carolina 27701.

G. Service of Process in Ohio.

The Surviving Corporation consents that service of process in any action or proceeding based upon any cause of action arising in the State of Ohio, or arising out of business transacted or affairs conducted in Ohio, during the time the Merging Corporation was in existence, doing business, or conducting affairs in Ohio may hereafter be made on such Surviving Corporation by service thereof on the Ohio Secretary of State.