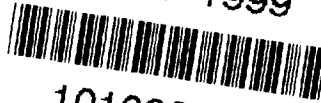


7-1399

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

07-16-1999



101093893

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Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
 04 03 99

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year 03 29 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

07/15/1999 MTHAI1 00000201 75155910

01 FC:481 40.00 OP

02 FC:482 975.00 OP

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/155,910"/>	<input type="text" value="75/601,972"/>	<input type="text" value="75/157,276"/>
<input type="text" value="75/361,505"/>	<input type="text" value="75/602,232"/>	<input type="text"/>
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<input type="text" value="582,256"/>	<input type="text" value="830,597"/>	<input type="text" value="830,563"/>
<input type="text" value="839,839"/>	<input type="text" value="830,795"/>	<input type="text" value="830,516"/>
<input type="text" value="830,587"/>	<input type="text" value="852,669"/>	<input type="text" value="828,847"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michelle D. Kahn

Name of Person Signing

Michelle D. Kahn

Signature

7/13/95

Date Signed

REGISTRATIONS (cont'd)

427,332
986,043
836,810
1,128,570
372,958
1,126,527
1,132,617
1,590,718
937,072
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841,146
839,838
838,793
836,706
828,848
2,022,336
2,099,685
1,591,882

State of Delaware

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 AMENDMENT OF "VARIAN ASSOCIATES, INC.", CHANGING ITS NAME FROM "VARIAN ASSOCIATES, INC." TO "VARIAN MEDICAL SYSTEMS, INC." FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 1999, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRD DAY OF APRIL, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

0820557 8100

991128565

AUTHENTICATION: 9665297
DATE: 04-01-99

**CERTIFICATE OF AMENDMENT TO
RESTATED CERTIFICATE OF INCORPORATION
OF
VARIAN ASSOCIATES, INC.
*A Delaware Corporation***

Varian Associates, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: The name of the Corporation is Varian Associates, Inc. and the name under which the Corporation was originally incorporated was Varian Delaware, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Delaware on January 22, 1976.

SECOND: The Board of Directors of the Corporation (the "Board of Directors") duly adopted resolutions at a meeting of the Board of Directors setting forth proposed amendments of the Restated Certificate of Incorporation of the Corporation, declaring such amendments to be advisable and directing that such amendments be considered at a meeting of the stockholders of the Corporation. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended by amending and restating ARTICLE I thereof to read in its entirety as follows:

ARTICLE I

The name of this corporation is Varian Medical Systems, Inc.

FURTHER RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended by amending and restating ARTICLE V thereof to read in its entirety as follows:

ARTICLE V

Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors of this corporation shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the then authorized number of directors of this corporation, but in no event shall the number of directors be fewer than three. The directors, other than those who may be elected solely by the holders of any series of Preferred Stock (unless the relevant Preferred Stock certificate of designation shall so provide), shall be divided into three classes, as nearly equal in number as possible, designated "Class I," "Class II" and "Class III." Directors of each class shall serve for a term ending on the third annual meeting of stockholders following the annual meeting at which such class was elected. The foregoing notwithstanding, each director shall serve until his or her

successor shall have been duly elected and qualified, unless such director shall die, resign, retire or be disqualified or removed.

At each annual election the directors chosen to succeed those whose terms then expire shall be identified as being of the same class as the directors they succeed. If for any reason the number of directors in the various classes shall not be as nearly equal as possible, the Board of Directors may redesignate any director into a different class in order that the balance of directors in such classes shall be as nearly equal as possible.

At all elections of directors of this corporation, each holder of Common Stock shall be entitled to as many votes as shall equal the number of votes which, except for this provision as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares of Common Stock, multiplied by the number of directors to be elected, and he may cast all of such votes for a single nominee for director or may distribute them among the number to be voted for, or for any two or more of them as he sees fit.

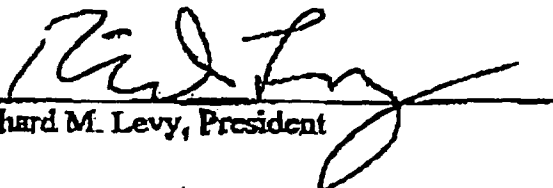
Every act or decision done or made by a majority of the whole Board of Directors, acting at a meeting duly held at which a quorum is present, or acting by written consent, shall be regarded as the act of the Board of Directors unless a greater number be required by law or by this Certificate of Incorporation.


THIRD: Thereafter, the necessary number of shares as required by statute were voted in favor of such amendments at the combined annual and special meeting of stockholders of the Corporation held on February 18, 1999 upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware.

FOURTH: Such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: Pursuant to Section 103 (d) of the Delaware General Corporation Law, this Certificate of Amendment to Restated Certificate of Incorporation shall be effective as of 12:01 a.m. Pacific Standard Time on April 3, 1999.

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary, respectively, of Varian Associates, Inc. and hereby affirm under penalties of perjury that the foregoing is our act and deed and the facts herein stated are true, and accordingly have hereunto set forth our hands this 29th day of March, 1999.


Richard M. Levy, President

ATTEST: 
Joseph E. Phair, Secretary

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