

Form PTO-1594
1-31-92

08-13-1999

U.S. Department of Commerce
Patent and Trademark Office



MARKS ONLY

To the Honorable Commiss:
Please record the attached original documents or copy thereof.

101116400

1. Name of conveying party(ies):
OHMEDA INC.

[] Individual(s) [] Association
[] General Partnership [] Ltd. Partnership
[X] Corporation - State Delaware
[] Other

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

2. Name and address of receiving party(ies):
DATEX-OHMEDA, INC.
P.O. Box 7550
Madison, WI 53707-7550

[] Individual(s) Citizenship _____
[] Association _____
[] General Partnership _____
[] Limited Partnership _____
[X] Corporation-State Delaware
[] Other _____

3. Nature of Conveyance:
[] Assignment [X] Merger
[] Security Agreement [X] Change of Name
[] Other _____

Execution Date: December 18, 1998

If assignee is not domiciled in the U.S., a domestic representative designation is attached: [] Yes [] No (Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?
[] Yes [X] No

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

A. Trademark Application No.(s)
75/580,179
75/349,916
75/332,887

Additional numbers attached? [] Yes [X] No

8.09.99
B. Trademark Registration No.(s)
1,114,855 1,113,074
1,506,989 1,113,514
2,082,513 2,100,392
2,116,142
Additional numbers attached? [] Yes [X] No

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

Daniel D. Fetterley
ANDRUS, SCEALES, STARKE & SAWALL, LLP
100 East Wisconsin Avenue, Ste. 1100
Milwaukee, Wisconsin 53202

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$265.00
[x] Enclosed
[] Authorized to charge to deposit

8. Deposit account number: 01.2000
(Attach duplicate copy of this page if paying by deposit account)

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.

Daniel D. Fetterley *Daniel D. Fetterley* August 6, 1999
Name of Person Signing Signature Date

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

OMB No. 0651-0011 (exp. 4/94)

12/1999 MHA11 00000167 75580179 CERTIFICATE OF MAILING

FC-441
FC-442
I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as first class mail in an envelope to: Commissioner of Patents and Trademarks, Washington, D.C. 20231 on this 6th day of August, 1999.

Daniel D. Fetterley 20,323
Name Reg. No.
Daniel D. Fetterley 8/6/99
Signature Date

CERTIFICATE OF MERGER
OF
DATEX-ENGSTROM, INC.
INTO
OHMEDA INC.

Pursuant to the provisions of Section 251 *et seq.* of the Delaware General Corporation Law, the undersigned corporations, each of whom exists under and by virtue of the General Corporation Law of Delaware, adopt the following Certificate of Merger for the purpose of merging Datex-Engstrom, Inc. into Ohmeda Inc.,

DO HEREBY CERTIFY:

I. Constituent Corporations: The constituent corporations, Ohmeda Inc. and Datex-Engstrom, Inc. are each incorporated in Delaware.

II. Agreement of Merger. That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

III. Surviving Corporation. The name of the surviving corporation is Ohmeda Inc., which shall hereinafter be changed to Datex-Ohmeda, Inc.

IV. Amendment of Certificate of Incorporation. That the amendments in the Certificate of Incorporation of Ohmeda Inc., the surviving corporation, as to be effected by the merger are as follows:

Article 1 of the Certificate of Incorporation shall be amended to change the name of the surviving corporation from Ohmeda Inc. to Datex-Ohmeda, Inc.

V. Executed Agreement of Merger. That the executed Agreement of Merger is on file at the office of the surviving corporation, located at 3 Highwood Drive, Tewksbury, Massachusetts 01876.

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

VII. Effective Date. This Certificate of Merger shall be effective at the close of business on December 31, 1998.

IN WITNESS WHEREOF, Ohmeda Inc. has caused this Certificate of Merger to be signed by Richard Atkin, its President, and Joseph Bourgart, its Secretary, on the date set forth below.

OHMEDA INC.

Handwritten signature of Richard Atkin in black ink, consisting of the letters 'RAA' in a stylized, cursive font.

Richard Atkin, President

ATTEST:

Handwritten signature of Joseph F. Bourgart in black ink, written in a cursive style.

Joseph F. Bourgart, Secretary

December 18, 1998

State of Delaware
Office of the Secretary of State PAGE 1

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:

"DATEX-ENGSTROM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "OHMEDA INC." UNDER THE NAME OF "DATEX-OHMEDA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, AT 11:35 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9779064

DATE: 06-02-99