

04-14-2000

FORM PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231
Please record and index the attached original documents or copy thereof.

1. Name of conveying party(ies): Marquette Medical Systems, Inc.
State of Wisconsin Corporation

2. Name and address of receiving party(ies):
Name: GE Marquette Medical Systems, Inc.
Address: 8200 West Tower Avenue
City: Milwaukee State: WI Zip: 53223
Type of Company: Corporation
Corporation-State: Wisconsin
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance: Change of Name of Corporation
Execution Date: December 8, 1998

SPR/FINANCE
46

4. A. Trademark Application No.(s) 75/499,883

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

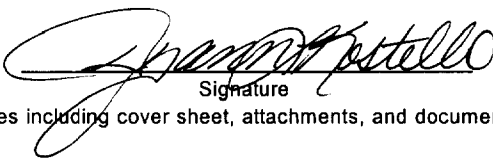
5. Name and address of party to whom correspondence concerning document should be mailed:
Dyann L. Kostello
Michael Best & Friedrich LLP
Suite 3300
100 East Wisconsin Avenue
Milwaukee, WI 53202-4108

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

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.
Dyann L. Kostello
Name of Person Signing

Signature
March 3, 2000
Date
Total number of pages including cover sheet, attachments, and document: 6

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

Attorney File 39199/9206

United States Postal Service Express Mail Mailing Label No. EL108576595US

cc: Docketing

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TRADEMARK
REEL: 002051 FRAME: 0021

Certificate of the Secretary of
GE MARQUETTE MEDICAL SYSTEMS, INC.
(a Wisconsin Corporation)

The undersigned does hereby certify that he is the Secretary of GE Marquette Medical Systems, Inc., a Wisconsin corporation (the "Company"), and as such has access to the corporate records and minute books of the Company and does hereby further certify as to the following:

- (1) Attached hereto as Appendix A is a true and correct copy of the resolution adopted by written consent dated as of December 8, 1998 of the sole shareholder of the Company relating to the adoption of the Second Amended and Restated Articles of Incorporation of the Company which, among other things, amended the name of the Company; and
- (2) On December 11, 1998, the undersigned caused to be filed with the Department of Financial Institutions of the State of Wisconsin the Second Amended and Restated Articles of Incorporation of the Company, as approved and adopted by the sole shareholder.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 18th day of December, 1998.


John M. O'Malley
Secretary

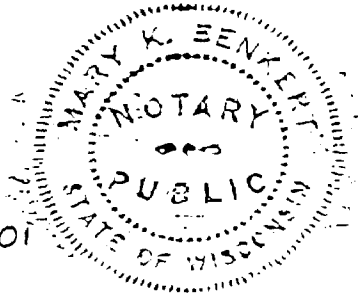
State of Wisconsin
County of Milwaukee

On December 18, 1998, before me, the undersigned Notary Public in and for said State, personally appeared John M. O'Malley personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within this instrument and acknowledged to me that he executed the same in his authorized capacity.

WITNESS my hand and official seal.

Signature: Mary K. Benkert

Name: Mary K. Benkert
Commission Expires: 8/19/01



MARQUETTE MEDICAL SYSTEMS, INC.
(a Wisconsin corporation)

The undersigned, being the sole shareholder of Marquette Medical Systems, Inc., a Wisconsin corporation (the "Company"), hereby waives all notice of time, place and purpose of a meeting and consents to, approves and adopts the following resolutions by written consent without a meeting pursuant to Section 180.0704 of the Business Corporation Law of the State of Wisconsin, as amended:

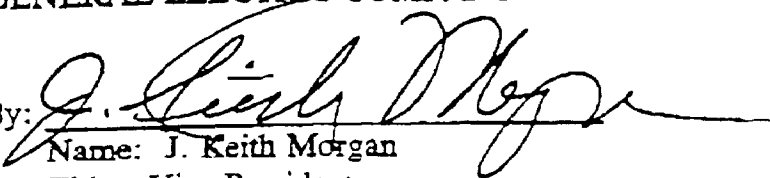
RESOLVED, that the Second Amended and Restated Articles of Incorporation of the Company, in the form of Exhibit A hereto, together with such amendments to the Amended and Restated Articles of Incorporation as are designated therein, are hereby adopted and approved as the Second Amended and Restated Articles of Incorporation of the Company.

This Written Consent shall be filed with the minutes of the Company.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of this 8th day of December, 1998.

GENERAL ELECTRIC COMPANY

By: 

Name: J. Keith Morgan

Title: Vice President

\\ODMA\PCDOCS\CHICAGO\1749485\1 December 7, 1998 (5:44pm)

TRADEMARK
REEL: 002051 FRAME: 0024

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GE MARQUETTE MEDICAL SYSTEMS, INC.
(Formerly Known as Marquette Medical Systems, Inc.)
(Formerly Known as Marquette Electronics, Inc.)

These Second Amended and Restated Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 180 of the Wisconsin Business Corporation Law, supersede and take the place of the existing Amended and Restated Articles of Incorporation and any amendments thereto:

- Article 1. The name of the corporation shall be: GE MARQUETTE MEDICAL SYSTEMS, INC.
- Article 2. The period of existence shall be perpetual.
- Article 3. The purpose shall be: To engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law.
- Article 4. The total number of shares of all classes which it shall have authority to issue is One Hundred (100) shares consisting of and designated as One Hundred (100) Common Shares, One (\$.01) cent par value.
- Article 5. The address of the registered office is 44 East Mifflin Street, Madison, Wisconsin 53703.
- Article 6. The name of the registered agent is CT Corporation System.
- Article 7. The number of directors constituting the Board of Directors shall be fixed by the By-Laws.
- Article 8. These Articles may be amended by the affirmative vote of the holders of a majority of the shares entitled to vote on the proposal.
- Article 9. (a) The corporation does hereby expressly elect that the requisite affirmative votes of those shares entitled to vote on any proposal to amend its Articles of Incorporation, merge or consolidate with another corporation, sell, lease, exchange or dispose of substantially all of its assets other than in the regular course of its business, voluntarily dissolve or revoke such voluntary dissolution proceedings and the recitals of votes as to such proposals which are requisite for adoption or approval, shall be a majority of such shares.
- (b) The Board of Directors of the corporation is expressly authorized to make, alter or repeal the By-Laws of the corporation.