

# Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "RIC INVESTMENTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "RIC INVESTMENTS, INC." TO "RIC INVESTMENTS, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 2004, AT 6:57 O'CLOCK P.M.

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

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2996743

DATE: 03-18-04

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STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A DOMESTIC CORPORATION  
TO A  
DOMESTIC LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 266 OF THE  
DELAWARE GENERAL CORPORATION LAW

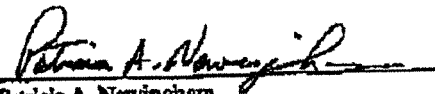
FIRST. The name of the corporation is RIC Investments, Inc. The name under which the corporation was originally incorporated is Respironics Investment Company.

SECOND. The date of filing of the corporation's original certificate of incorporation with the Delaware Secretary of State was July 1, 1991.

THIRD. The name of the limited liability company into which the corporation shall be converted is RIC Investments, LLC.

FOURTH. The conversion of the corporation to a limited liability company has been approved by the directors and sole shareholder of the corporation in accordance with Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 17<sup>th</sup> day of March, 2004.

  
Patricia A. Newingham  
Executive Vice President of RIC  
Investments, Inc.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:30 PM 03/17/2004  
FILED 06:57 PM 03/17/2004  
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