

07-02-1998

Attorney Docket No. 009103-014000

FORM PTO-1595
(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



100754053

To the Honorable Asst. Commissioner for

al documents or copy thereof.

1. Name of conveying party(ies):
Nellcor Incorporated

2. Name and address of receiving party(ies):
Name: Nellcor Puritan Bennett Incorporated

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

Internal Address: n/a

Street Address: 4280 Hacienda Drive

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: Certificate of Amendment of Certificate of Incorporation

City: Pleasanton State: CA ZIP: 94588

Execution Date: August 25, 1995

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

4. Application number(s) or patent number(s).

If this document is being filed together with a new application, the execution date of the application is: n/a

A. Patent Application No.(s) n/a

B. Patent No.(s) n/a

Additional numbers attached? Yes No

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

Name: Paul C. Haughey
TOWNSEND and TOWNSEND and CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(650) 326-2400

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41):..... \$ Already paid.

- Enclosed Charge Fees to Deposit Account
- Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account

8. Deposit account number: 20-1430

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.

Paul C. Haughey
Name of Person Signing

Signature

06/22/1998
Date

Atty. Reg. No. 31,836

Total number of pages including cover sheet, attachments, and document: 5

10. Change Correspondence Address to that of Part 5? Yes No

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

Mail documents to be recorded with required cover sheet information to:
Do not detach this portion
Asst. Commissioner for Patents
Box Assignments
Washington, D.C. 20231

PATENT

REEL: 9272 FRAME: 0583

MRD 4-12-98

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NELLCOR INCORPORATED**

NELLCOR INCORPORATED, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That by a unanimous written consent of the Board of Directors, dated as of July 5, 1995, resolutions were duly adopted setting forth a proposed amendment of the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing that such amendment be submitted to a meeting of the stockholders of said corporation entitled to vote in respect thereof for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article First of the Restated Certificate of Incorporation of Nellcor Incorporated be, and it hereby is, amended to read in its entirety as follows:

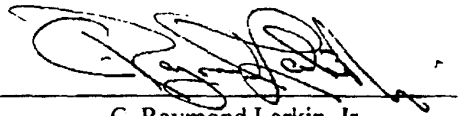
"FIRST: The name of the Corporation is Nellcor Puritan Bennett Incorporated."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the stockholders of said corporation approved such amendment at a special meeting of stockholders called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware. A majority of the outstanding stock entitled to vote thereon has been voted in favor of said amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Nellcor Incorporated has caused this certificate to be signed by C. Raymond Larkin, Jr., its President and Chief Executive Officer, this 25th day of August, 1995.

NELLCOR INCORPORATED

By 
C. Raymond Larkin, Jr.
President and Chief Executive Officer

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 AMENDMENT OF "NELLCOR INCORPORATED", CHANGING ITS NAME FROM "NELLCOR INCORPORATED" TO "NELLCOR PURITAN BENNETT INCORPORATED", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 1995, AT 1:56 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

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RECORDED: 04/12/1998
950257064

AUTHENTICATION:
PATENT 706037
DATE: 11-09-95
REEL: 9272 FRAME: 0585