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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No. 236/224

101448209

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): VAR - 1 PM 2:34
Varian Associates, Inc.
Palo Alto, CA 94304
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party:
Name: VARIAN MEDICAL SYSTEMS, INC.

Internal Address: Legal Department

Street Address: 3100 Hansen Way

City: Palo Alto State: California Zip: 94304

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name

 Other _____
Execution Date: _____

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: _____
A. Patent Application No(s): 09/178,385 B. Patent No(s): _____
Additional numbers attached? Yes No

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

Internal Address: LYON & LYON LLP
633 West Fifth Street, Suite 4700
Los Angeles, CA 90071-2066

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed

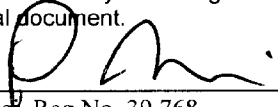
 Charge this Deposit Account if any additional fee is required

8. Deposit Account Number: 12-2475

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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.


Date: 7-28-00
Peter C. Mei, Reg No. 39,768

Total number of pages including cover sheet: 5

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

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Mail documents to be recorded with required cover sheet information to:

Director — U.S. Patent and Trademark Office

Box Assignments

Washington, D.C. 20231

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PATENT
REEL: 011030 FRAME: 0255

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

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AUTHENTICATION:

DATE:

04-01-99

PATENT

REEL: 011030 FRAME: 0256

**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.

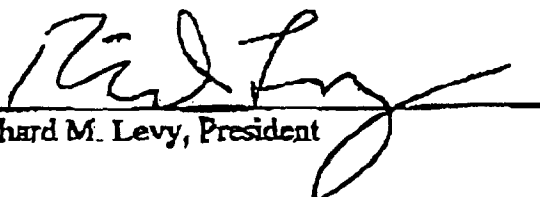
Every act or decision done or made by a majority of the whole Board of Directors, acting at a meeting duly held at which a quorum is present, or acting by written consent, shall be regarded as the act of the Board of Directors unless a greater number be required by law or by this Certificate of Incorporation.

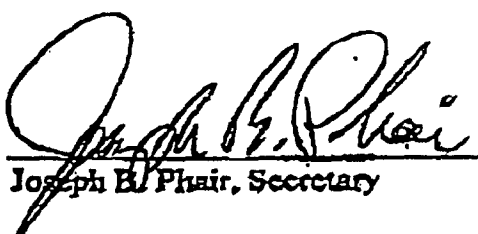
THIRD: Thereafter, the necessary number of shares as required by statute were voted in favor of such amendments at the combined annual and special meeting of stockholders of the Corporation held on February 18, 1999 upon notice in accordance with Section 222 of the General Corporation Law of the State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