

06-11-2002

Form PTO-1595  
(Rev. 03/01)

RE:

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

102118337

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

## 1. Name of conveying party(ies):

ANSYS Technologies, Inc.

6-5-02

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

## 3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ Other \_\_\_\_\_

Execution Date: May 20, 2002

## 2. Name and address of receiving party(ies)

Name: Varian, Inc.

Internal Address: \_\_\_\_\_

Street Address: \_\_\_\_\_

3120 Hansen Way, D-102

City: Palo Alto

State: CA Zip: 94304

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: \_\_\_\_\_

A. Patent Application No.(s) \_\_\_\_\_

09/389,615 (Docket No. 02-13-01 US)

B. Patent No.(s) \_\_\_\_\_

5,091,153 (Docket No. 02-09 US)

Additional numbers attached? ☒ Yes ☐ No

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

Name: Debbie Kus

Internal Address: \_\_\_\_\_

Street Address: Varian, Inc.

3120 Hansen Way, D-102

City: Palo Alto State: CA Zip: 94304

## 6. Total number of applications and patents involved: 25

7. Total fee (37 CFR 3.41).....\$ 1000.00

☐ Enclosed☒ Authorized to be charged to deposit account

## 8. Deposit account number:

50-0895

DO NOT USE THIS SPACE

## 9. Signature.

Bella Fishman

Name of Person Signing

*Bella Fishman*

Signature

May 20, 2002

Date

Total number of pages including cover sheet, attachments, and documents: 29

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

Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

06/10/2002 GT0N11 00000063 500895 09389615

01 FC:581 1000.00 CH

PATENT  
REEL: 012958 FRAME: 0357

**RECORDATION FORM COVER SHEET  
PATENTS ONLY**

**CONTINUATION OF ITEM 4**

<b><u>US Patent Application Nos.</u></b>	<b><u>US Patent Nos.</u></b>	<b><u>International Patent Application Nos.</u></b>
09/610,818 (Docket No. 02-15 US)	5,173,433 (Docket No. 02-10 US)	PCT/US02/11209 (Docket No. 02-18 PCT)
09/754,523 (Docket No. 02-15-01 US)	5,906,796 (Docket No. 02-11 US)	PCT/US02/00594 (Docket No. 02-20 PCT)
09/477,875 (Docket No. 02-17 US)	6,200,533 (Docket No. 02-12 US)	PCT/US02/00593 (Docket No. 02-23 PCT)
09/834,769 (Docket No. 02-18 US)	6,010,663 (Docket No. 02-13 US)	PCT/US02/00599 (Docket No. 02-28 PCT)
09/767,500 (Docket No. 02-20 US)	6,372,513 (Docket No. 02-14 US)	
09/910,198 (Docket No. 02-21 US)	6,375,897 (Docket No. 02-16 US)	
29/141,375 (Docket No. 02-22 US)	D454,398 (Docket No. 02-19 US)	
09/849,046 (Docket No. 02-23 US)		
10/033,259 (Docket No. 02-24 US)		
10/118,832 (Docket No. 02-27 US)		
09/767,756 (Docket No. 02-28 US)		
10/062,589 (Docket No. 02-29 US)		

CONVEYANCE

ANSYS Technologies, Inc., (formerly Ansys Diagnostics, Inc., a Delaware corporation, prior to which was Ansys Diagnostics, Inc. a California corporation, prior to which was Ansys, Inc., a California corporation, and which was originally Toxi-Lab, Inc., a California corporation, as evidenced by *EXHIBIT B*, attachments 1-5) a Delaware corporation, having its principal office in Lake Forest, California, (hereinafter referred to as "ANSYS"), hereby conveys to VARIAN, Inc., a corporation of the State of Delaware, having its principal office in Palo Alto, California, (hereinafter referred to as "VARIAN"), all of ANSYS's entire right, title and interest in and to the United States Patents and United States Patent Applications, including the inventions claimed therein, identified in the following:

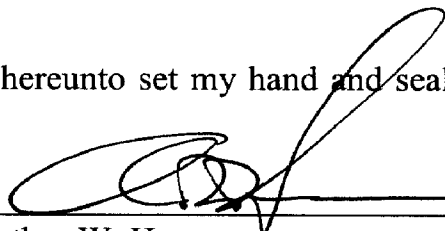
*EXHIBIT A, attached hereto,*

and in and to any Letters Patent or reissues of any Letters Patents that may be granted therefrom, and in and to any application or applications which are continuations, continuations-in-part, substitutes, or divisions of the aforesaid United States Patents and United States Patent Applications, wherein aforesaid United States Patents and United States Patent Applications being rightfully and duly owned by ANSYS. ANSYS hereby authorizes and requests the Commissioner of Patents and Trademarks to issue all such Letters Patents to VARIAN, as the owner of the entire interest in and to the same for its sole use and for the use of its successors or assigns; and

ANSYS hereby also conveys to VARIAN all of ANSYS's entire right, title and interest in and to each and every foreign patent and patent application corresponding to the aforesaid United States Patents, United States Patent Applications and International Patent Applications, and does hereby further constitute and appoint VARIAN, with full power to apply for and obtain Letters Patents in such foreign countries, in its own name and right and interest, and to sell, transfer or otherwise dispose of the same and said right and interest; and

WHEREIN, this CONVEYANCE relates to the merger of ANSYS into VARIAN effective as of March 29, 2002, as evidenced by the attached *EXHIBIT C*.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal on the date below indicated.

  
\_\_\_\_\_  
Arthur W. Homan  
Secretary, ANSYS Technologies, Inc.

3/29/02

**EXHIBIT A**

- |     |                          |                                                   |
|-----|--------------------------|---------------------------------------------------|
| (1) | Varian, Inc. Docket No.: | 02-09 US                                          |
|     | U.S. Patent No.:         | 5,091,153                                         |
|     | Title:                   | CHEMICAL ANALYSIS TEST DEVICE                     |
| (2) | Varian, Inc. Docket No.: | 02-10 US                                          |
|     | U.S. Patent No.:         | 5,173,433                                         |
|     | Title:                   | METHOD FOR CHEMICAL ANALYSIS                      |
| (3) | Varian, Inc. Docket No.: | 02-11 US                                          |
|     | U.S. Patent No.:         | 5,906,796                                         |
|     | Title:                   | SOLID PHASE EXTRACTION PLATE                      |
| (4) | Varian, Inc. Docket No.: | 02-12 US                                          |
|     | U.S. Patent No.:         | 6,200,533                                         |
|     | Title:                   | SOLID PHASE EXTRACTION PLATE WITH<br>SILICA DISKS |
| (5) | Varian, Inc. Docket No.: | 02-13 US                                          |
|     | U.S. Patent No.:         | 6,010,663                                         |
|     | Title:                   | DIE CUT REAGENT MEMBRANE HOLDER                   |

**EXHIBIT A (continued)**

- (6)     Varian, Inc. Docket No.:                     02-13-01 US  
         U.S. Patent Application No.:                09/389,615  
         Title:                                             METHOD OF MANUFACTURING  
                                                                 ASSAYING DEVICE
- (7)     Varian, Inc. Docket No.:                     02-14 US  
         U.S. Patent No.:                                6,372,513  
         Title:                                             DEVICE AND PROCESS FOR LATERAL  
                                                                 FLOW SALIVA TESTING
- (8)     Varian, Inc. Docket No.:                     02-15 US  
         U.S. Patent Application No.:                09/610,818  
         Title:                                             SALIVA TESTING AND CONFIRMATION  
                                                                 DEVICE
- (9)     Varian, Inc. Docket No.:                     02-15-01 US  
         U.S. Patent Application No.:                09/754,523  
         Title:                                             SALIVA TESTING AND CONFIRMATION  
                                                                 DEVICE
- (10)    Varian, Inc. Docket No.:                     02-16 US  
         U.S. Patent No.:                                6,375,897  
         Title:                                             URINE COLLECTION CUP

**EXHIBIT A (continued)**

- (11) Varian, Inc. Docket No.: 02-17 US  
U.S. Patent Application No.: 09/477,875  
Title: SALIVA SAMPLING DEVICE
- (12) Varian, Inc. Docket No.: 02-18 US  
U.S. Patent Application No.: 09/834,769  
Title: MULTIPLE ANALYTE ASSAYING  
DEVICE WITH A MULTIPLE SAMPLE  
INTRODUCTION SYSTEM
- (13) Varian, Inc. Docket No.: 02-18 PCT  
International Patent Application No.: PCT/US02/11209  
Title: MULTIPLE ANALYTE ASSAYING  
DEVICE WITH A MULTIPLE SAMPLE  
INTRODUCTION SYSTEM
- (14) Varian, Inc. Docket No.: 02-19 US  
U.S. Design Patent No.: D454,398  
Title: ASSAYING DEVICE
- (15) Varian, Inc. Docket No.: 02-20 US  
U.S. Patent Application No.: 09/767,500  
Title: MULTI-WELL FILTRATION APPARATUS

**EXHIBIT A (continued)**

- (16)    Varian, Inc. Docket No.:                      02-20 PCT  
International Patent Application No.:    PCT/US02/00594  
Title:                                                      MULTI-WELL FILTRATION APPARATUS
- (17)    Varian, Inc. Docket No.:                      02-21 US  
U.S. Patent Application No.:                      09/910,198  
Title:                                                      COLOR CONTRAST SYSTEM FOR  
LATERAL FLOW IMMUNOASSAY  
TESTS
- (18)    Varian, Inc. Docket No.:                      02-22 US  
U.S. Design Patent Application No.:              29/141,375  
Title:                                                      WELL PLATE SEAL
- (19)    Varian, Inc. Docket No.:                      02-23 US  
U.S. Patent Application No.:                      09/849,046  
Title:                                                      WELL PLATE SEAL
- (20)    Varian, Inc. Docket No.:                      02-23 PCT  
International Patent Application No.:              PCT/US02/00593  
Title:                                                      WELL PLATE SEAL

**EXHIBIT A (continued)**

- |      |                                       |                                                                |
|------|---------------------------------------|----------------------------------------------------------------|
| (21) | Varian, Inc. Docket No.:              | 02-24 US                                                       |
|      | U.S. Patent Application No.:          | 10/033,259                                                     |
|      | Title:                                | BINDING ASSAY DEVICE WITH NON-<br>ABSORBENT CARRIER MATERIAL   |
| (22) | Varian, Inc. Docket No.:              | 02-27 US                                                       |
|      | U.S. Patent Application No.:          | 10/118,832                                                     |
|      | Title:                                | DISK TESTING APPARATUS                                         |
| (23) | Varian, Inc. Docket No.:              | 02-28 US                                                       |
|      | U.S. Patent Application No.:          | 09/767,756                                                     |
|      | Title:                                | LATERAL FLOW TESTING DEVICE WITH<br>ON-BOARD CHEMICAL REACTANT |
| (24) | Varian, Inc. Docket No.:              | 02-28 PCT                                                      |
|      | International Patent Application No.: | PCT/US02/00599                                                 |
|      | Title:                                | LATERAL FLOW TESTING DEVICE WITH<br>ON-BOARD CHEMICAL REACTANT |
| (25) | Varian, Inc. Docket No.:              | 02-29 US                                                       |
|      | U.S. Patent Application No.:          | 10/062,589                                                     |
|      | Title:                                | UNIDIRECTIONAL FLOW CONTROL<br>SEALING MATT                    |



**CONVEYANCE - ANSYS TO VARIAN**

**EXHIBIT B**

ATTACHED

# EXHIBIT B - ATTACHMENT 1

*State of Delaware*

PAGE 1

## *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 "ANSYS DIAGNOSTICS, INC.", CHANGING ITS NAME FROM "ANSYS DIAGNOSTICS, INC." TO "ANSYS TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 4:35 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0713059

DATE: 10-03-00

3008296 8100

001492157

PATENT  
REEL: 012958 FRAME: 0366

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Ansys Diagnostics, Inc., 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 unanimous written consent in lieu of a meeting, the Board of Directors of Ansys Diagnostics, Inc., adopted resolutions setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for the consent of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation is amended by changing the Article thereof number "I" so that, as amended, said Article shall be and read as follows:

I. The name of this corporation (hereinafter the "Corporation") is Ansys Technologies, Inc.

SECOND: That thereafter, the stockholders of said corporation consented to the adoption of the Amendment of the Amended and Restated Certificate of Incorporation of Ansys Diagnostics, Inc. by written consent in lieu of a meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware, such action being taken by holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize such action at a meeting at which all shares entitled to vote thereon were present and voted as required by statute.

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.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said Amendment.

IN WITNESS WHEREOF, said Ansys Diagnostics, Inc. has caused  
this Certificate to be signed by Stephen K. Schulteis, an  
Authorized Officer, this 26<sup>th</sup> day of September, 2000.

By: Stephen K. Schulteis

Title: President

Name: Stephen K. Schulteis

g:\ansys\lms\sc\CertAmendName

44 TOTAL 0000 00 00

# EXHIBIT B - ATTACHMENT 2

*State of Delaware*

*Office of the Secretary of State* PAGE 1

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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:

"ANSYS DIAGNOSTICS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "ANSYS DIAGNOSTICS, INC." UNDER THE NAME OF "ANSYS DIAGNOSTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MAY, A.D. 1999, AT 9:01 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3008296 8100M

991207111

AUTHENTICATION:

9765310

DATE:

05-25-99

**PATENT**

**REEL: 012958 FRAME: 0369**

**CERTIFICATE OF MERGER  
OF  
ANSYS DIAGNOSTICS, INC.  
a California corporation  
into  
ANSYS DIAGNOSTICS, INC.,  
a Delaware corporation**

The undersigned corporation, Ansys Diagnostics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Merger is executed pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") to effect the merger of Ansys Diagnostics, Inc., a California corporation, with and into Ansys Diagnostics, Inc., a Delaware corporation.

2. The names and states of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Ansys Diagnostics, Inc.	Delaware
Ansys Diagnostics, Inc.	California

3. An Agreement and Plan of Merger, dated May 22, 1999, by and between Ansys Diagnostics, Inc. and Ansys Diagnostics, Inc. (the "Agreement of Merger"), as amended, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the DGCL.

4. The name of the surviving corporation is Ansys Diagnostics, Inc., a Delaware corporation.

5. The Certificate of Incorporation of Ansys Diagnostics, Inc., as now in force and effect, shall be the Certificate of Incorporation of the surviving corporation until amended in accordance with the provisions of the DGCL. A Delaware Corporation.

6. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation at 25200 Commercentre Drive, Lake Forest, California 92630.

7. A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any shareholder of Ansys Diagnostics, Inc., a California corporation or stockholder of Ansys Diagnostics, Inc., a Delaware corporation.

00012071110178002.01/37M4011.DOC

8. The authorized capital stock of Ansys Diagnostics, Inc. consists of 35,000,000 shares, 30,000,000 of which are designated "Common Stock," \$.0001 par value per share, and 5,000,000 of which are designated, "Preferred Stock," \$.0001 par value per share. As of the date hereof, 1,917,144 shares of Common Stock are issued and outstanding. As of the date hereof, 21,600 shares of Preferred Stock are issued and outstanding, of which 4,800 shares are Series A Redeemable Preferred Stock and 16,800 shares are Series B Convertible Preferred Stock. A California Corporation.

[Signature Page to Follow]

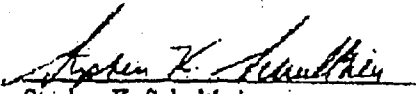
ORIGINALS/01/19/62 01/17/62/1000

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, Ansys Diagnostics, Inc. and attested to by its officers thereunto duly authorized.

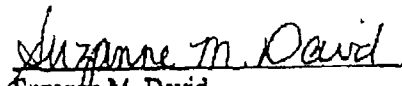
Dated: May 12, 1999

ANSYS DIAGNOSTICS, INC.,  
a Delaware corporation

By:

  
Stephen R. Schultheis  
Chief Executive Officer and  
President

Attest:

  
Suzanne M. David  
Secretary

ANALYSIS OF PATENT DOCUMENTS (DOC)



# EXHIBIT B - ATTACHMENT 3

## CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

A497867  
ENDORSED-FILED  
In the office of the Secretary of State  
of the State of California

SEP 26 1997

The undersigned certifies that:

BILL JONES, Secretary of State

1. He is the President and Secretary of Ansys, Inc.,  
a California corporation.

2. Article I of the Articles of Incorporation of  
this corporation is amended to read as follows:

"I

The name of this corporation  
is Ansys Diagnostics, Inc."

3. The foregoing amendment of Articles of  
Incorporation has been duly approved by the Board of  
Directors.

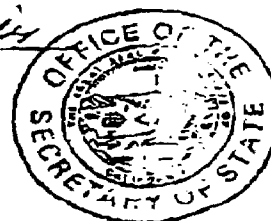
4. The foregoing amendment of Articles of  
Incorporation has been duly approved by the required vote  
of shareholders in accordance with Section 902 of the  
California Corporations Code. The total number of  
outstanding shares of each class entitled to vote on the  
foregoing amendment was 1,567,320 shares of common stock  
and 14,000 shares of Series B Convertible Preferred Stock  
(each such share having 137.6 votes). The total number of  
shares of each class voting in favor of the amendment  
equaled or exceeded the vote required, such required vote  
being a majority of the votes per share of such outstanding  
shares.

I further declare under penalty of perjury under the  
laws of the State of California that the matters set forth  
in this Certificate are true and correct of my own  
knowledge.

DATE Sept. 12, 1997

Stephen K. Schultheis  
Stephen K. Schultheis  
President

Stephen K. Schultheis  
Stephen K. Schultheis  
Secretary



ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

MAY 5 1993

MARCH FONG EU Secretary of State

C. Michael O'Donnell, Ph.D. and Michael A. Beeuwsaert  
certify that:

1. They are the president and the secretary,  
respectively, of Toxi-Lab, Inc., a California Corporation.

2. Article I of the articles of incorporation of this  
corporation is amended to read as follows:

"I

The name of this corporation is  
Ansys, Inc."

3. The foregoing amendment of articles of  
incorporation has been duly approved by the board of directors.

4. The foregoing amendment has been duly approved by  
the required vote of shareholders in accordance with Section 902  
of the California General Corporation Law. The total number of  
outstanding shares of each class entitled to vote on the  
foregoing amendment was 1,922,840 shares of common stock and  
14,000 shares of Series B Convertible Preferred Stock (each such  
share having 137.26 votes). The total number of shares of each  
class voting in favor of the amendment equaled or exceeded the  
vote required, such required vote being a majority of the votes  
per share of such outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed this  
Certificate on April 21, 1993.

C. Michael O'Donnell, Ph.D.  
C. Michael O'Donnell, Ph.D.,  
President

Michael A. Beeuwsaert  
Michael A. Beeuwsaert,  
Secretary

The undersigned, C. Michael O'Donnell, Ph.D., and Michael A. Beeuwsaert, the President and Secretary, respectively, of Toxi-Lab, Inc., declare under penalty of perjury under the laws of the State of California that the matters set out in the foregoing Certificate of Amendment are true and correct of their own knowledge.

DATE: April 21, 1993.

C. Michael O'Donnell Ph.D.  
C. Michael O'Donnell, Ph.D.  
Michael A. Beeuwsaert  
Michael A. Beeuwsaert

# EXHIBIT B - ATTACHMENT 5

1626680

## ARTICLES OF INCORPORATION

OF

TOXI-LAB, INC.

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

NOV 7 1988

I

MARCH FONG EU, Secretary of State

The name of this corporation is Toxi-Lab, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

C. Michael O'Donnell, Ph.D.  
2 Goodyear  
Irvine, California 92718

IV

The corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock" respectively. The number of shares of Common Stock authorized to be issued is 689,655 and each such share shall have a par value of \$.01 and the number of shares of Preferred Stock authorized to be issued is 16,080 and each such share shall have a par value of \$.01. The shares of Preferred Stock may be divided into such number of series as

the Board of Directors may determine. The Board of Directors of the corporation is authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and to fix the number of shares of any series of Preferred Stock, and to determine the designation of any series of Preferred Stock.

V

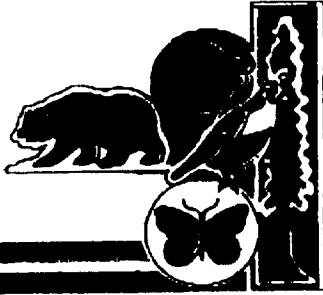
The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

DATED: November 1, 1988

  
\_\_\_\_\_  
David G. Hinnant



# State of California

OFFICE OF THE SECRETARY OF STATE

## CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

AUG 22 1990



*March Fong Eu*

Secretary of State

AMENDMENT NO. 1 TO THE  
RESTATED  
ARTICLES OF INCORPORATION  
OF  
TOXI-LAB, INC.,  
a California corporation

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

AUG 21 1990

MARCH FONG EU, Secretary of State

The undersigned, C. Michael O'Donnell and Michael Beeuwsaert hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Toxi-Lab, Inc., a California corporation (the "Corporation").

2. Article III of the Corporation's Restated Articles of Incorporation shall be amended to read as follows:

"The Corporation is authorized to issued two classes of shares designated "common stock" and preferred stock", respectively. The number of shares of common stock authorized to be issued is 7,662,830 and each such share shall have a par value of \$.01 and the number of shares of preferred stock authorized to be issued is 18,000 and each such share shall have a par value of \$.01. This amendment shall have the effect of dividing, prorata, each outstanding share of common stock into ten (10) shares of common stock."

3. The last sentence of Subparagraph (g)(1) of Article IV of the Corporation's Restated Articles of Incorporation shall be amended to read as follows:

"On such matters set forth below, upon which the holders of shares of Series A Redeemable Preferred Stock are entitled to vote, each such holder shall have ten (10) votes per share."

4. Subparagraph (h)(1) of Article IV of the Corporation's Restated Articles of Incorporation shall be amended to read as follows:

"On all such matters upon which holders of shares of Series B Convertible Preferred Stock shall be entitled to vote, each such holder shall have 137.26 votes per share."

5. The foregoing amendment has been approved by the Board of Directors of the Corporation.

6. The foregoing amendment has been approved by the required vote of the shareholders of the Corporation in accordance with Section 902 of the California general Corporation Law. The total number of outstanding shares of each class

entitled to vote on the foregoing amendment was 220,690 shares of common stock, 4,000 shares of Series A Redeemable Preferred Stock and 14,000 shares of Series B Convertible Preferred Stock (each such share having 13.726 votes). The number of shares of each class voting in favor of the foregoing amendment equaled or exceeded the required vote, such required vote being a majority of the votes per share of such outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed this Amendment on August 13, 1990.

C. Michael O'Donnell  
C. Michael O'Donnell, President

Michael A. Beeuwsaert  
Michael Beeuwsaert, Secretary

The undersigned, C. Michael O'Donnell and Michael Beeuwsaert, the President and Secretary, respectively, of Toxi-Lab, Inc., each declares under penalty of perjury that the matters set out in the foregoing Amendment are true of their own knowledge.

Executed at Irvine, California on August 13, 1990.

C. Michael O'Donnell  
C. Michael O'Donnell, President

Michael A. Beeuwsaert  
Michael Beeuwsaert, Secretary



**RECORDATION FORM COVER SHEET  
PATENTS ONLY**

**CONTINUATION OF ITEM 4**

<b><u>US Patent Application Nos.</u></b>	<b><u>US Patent Nos.</u></b>	<b><u>International Patent Application Nos.</u></b>
09/610,818 (Docket No. 02-15 US)	5,173,433 (Docket No. 02-10 US)	PCT/US02/11209 (Docket No. 02-18 PCT)
09/754,523 (Docket No. 02-15-01 US)	5,906,796 (Docket No. 02-11 US)	PCT/US02/00594 (Docket No. 02-20 PCT)
09/477,875 (Docket No. 02-17 US)	6,200,533 (Docket No. 02-12 US)	PCT/US02/00593 (Docket No. 02-23 PCT)
09/834,769 (Docket No. 02-18 US)	6,010,663 (Docket No. 02-13 US)	PCT/US02/00599 (Docket No. 02-28 PCT)
09/767,500 (Docket No. 02-20 US)	6,372,513 (Docket No. 02-14 US)	
09/910,198 (Docket No. 02-21 US)	6,375,897 (Docket No. 02-16 US)	
29/141,375 (Docket No. 02-22 US)	D454,398 (Docket No. 02-19 US)	
09/849,046 (Docket No. 02-23 US)		
10/033,259 (Docket No. 02-24 US)		
10/118,832 (Docket No. 02-27 US)		
09/767,756 (Docket No. 02-28 US)		
10/062,589 (Docket No. 02-29 US)		

**CONVEYANCE - ANSYS TO VARIAN**

**EXHIBIT C**

ATTACHED

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ANSYS TECHNOLOGIES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "VARIAN, INC." UNDER THE NAME OF "VARIAN,  
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 MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY  
OF MARCH, A.D. 2002.



2990317 8100M

020236228

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1719738

DATE: 04-12-02

PATENT  
REEL: 012958 FRAME: 0383

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**ANSYS Technologies, Inc.**  
**(a Delaware corporation)**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/28/2002  
020203519 - 2990317

**INTO**

**VARIAN, INC.**  
**(a Delaware corporation)**

**(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)**

Varian, Inc., a corporation incorporated on January 7, 1999 pursuant to the provisions of the General Corporation Law of the State of Delaware (the "corporation"), does hereby certify that the corporation owns all of the outstanding shares of each class of the capital stock of ANSYS Technologies, Inc., a corporation incorporated under the laws of the State of Delaware (the "Subsidiary"), and that the corporation, by resolutions of its board of directors duly adopted by unanimous written consent on March 7, 2002, determined to merge into itself the Subsidiary effective March 29, 2002, which resolutions are in the following words to wit:

"WHEREAS, the corporation lawfully owns all the outstanding shares of each class of capital stock of ANSYS Technologies, Inc., a Delaware corporation (the "Delaware Subsidiary"); and

WHEREAS, the corporation desires to merge into itself the Delaware Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of the Delaware Subsidiary;

NOW, THEREFORE, BE IT RESOLVED, that, effective March 29, 2002, the corporation shall merge into itself the Delaware Subsidiary and assume all of the liabilities and obligations of the Delaware Subsidiary;

RESOLVED FURTHER, that at such time, the separate corporate existence of the Delaware Subsidiary shall cease, the corporation shall continue as the surviving corporation in the merger and each outstanding share of common stock, par value \$0.0001 per share, of the Delaware Subsidiary shall be canceled without consideration;

RESOLVED FURTHER, that the President, any Vice President, the Secretary or the Treasurer of the corporation (the "Authorized Officers") be, and they hereby are, jointly and severally, authorized and directed, in the name and on behalf of the corporation, to make and execute a certificate of ownership and merger setting forth a

copy of the resolutions to so merge the Delaware Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware; and

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, jointly and severally, authorized and directed, in the name and on behalf of the corporation, to carry out and fully perform the terms and provisions of each document delivered pursuant to the foregoing resolutions, and to execute, deliver and, where called for by the particular document, affix the seal of the corporation to, all such consents, agreements, certificates, instruments and other documents, to make all such payments, and to do and perform all such other acts and things as such Authorized Officers may deem necessary, appropriate or convenient, as conclusively evidenced by such action by such Authorized Officers in order to carry into effect the foregoing resolutions, all such action heretofore taken being hereby ratified, confirmed and approved."

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by its duly authorized officer on this 28th day of March, 2002.

VARIAN, INC.

By: 

Name: A. W. Homan

Title: Vice President, General Counsel  
and Secretary