

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/28/2006
CONVEYING PARTY DATA	
Name	Execution Date
Cardiac Science, Inc.	02/24/2006
RECEIVING PARTY DATA	
Name:	Cardiac Science Corporation
Street Address:	3303 Monte Villa Parkway
City:	Bothell
State/Country:	WASHINGTON
Postal Code:	98021
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5405361
CORRESPONDENCE DATA	
Fax Number:	(612)349-9266
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	612-349-5740
Email:	johnson@ptslaw.com
Correspondent Name:	Brad Pedersen
Address Line 1:	80 South Eighth Street
Address Line 2:	4800 IDS Center
Address Line 4:	Minneapolis, MINNESOTA 55402
ATTORNEY DOCKET NUMBER:	1798.07US01
NAME OF SUBMITTER:	Brad Pedersen
Total Attachments: 8 source=Cardiac#page1.tif	

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**CERTIFICATE OF MERGER
OF
HEART ACQUISITION CORPORATION
INTO
CARDIAC SCIENCE, INC.**

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are as follows:

Name	State of Incorporation
Heart Acquisition Corporation	Delaware
Cardiac Science, Inc.	Delaware

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Cardiac Science, Inc.

4. The surviving corporation, Cardiac Science, Inc., will be a Delaware corporation and its Certificate of Incorporation as currently filed with the Secretary of State of the State of Delaware shall be amended in its entirety as set forth in Exhibit A attached to this certificate.

5. The merger shall be effective at 12:03 AM on September 1, 2005.

6. The executed agreement of merger is on file at the principal place of business of the surviving corporation located at 3303 Monte Villa Parkway, Bothell, Washington 98021.

7. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the undersigned has signed its name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 31st day of August, 2005.

CARDIAC SCIENCE, INC.

/s/ Raymond W. Cohen

Raymond W. Cohen
Chief Executive Officer

EXHIBIT A

CERTIFICATE OF INCORPORATION

ARTICLE I.

The name of the Company is Cardiac Science Operating Company. The term of the existence of the Company is perpetual.

ARTICLE II.

The location and post office address of the Company's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the registered agent at such address is The Corporation Trust Company.

ARTICLE III.

The nature of the business or purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV.

This Corporation is authorized to issue only one class of shares, designated Common Stock, \$0.001 par value. The total number of shares of Common Stock that this Corporation shall have the authority to issue shall be one hundred (100).

ARTICLE V.

Elections of directors need not be by written ballot unless the Bylaws of the Company shall so provide.

ARTICLE VI.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Company.

ARTICLE VII.

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, no director of the Company shall be personally liable to the Company or its stockholder for monetary damages for breach of fiduciary duty as a director. The Company shall indemnify to the fullest extent permitted by law any person

made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she or his or her testator or intestate is or was a director, officer or employee of the Company or any predecessor of the Company or serves or served any other enterprise as a director, officer or employee at the request of the Company or any predecessor to the Company.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of any inconsistent provision.

ARTICLE VIII.

Except as provided in Article VII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

* * *

Delaware

PAGE 1

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:

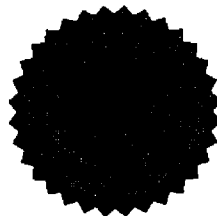
"CARDIAC SCIENCE OPERATING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "CARDIAC SCIENCE CORPORATION" UNDER THE NAME OF "CARDIAC SCIENCE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2006, AT 3:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF MARCH, A.D. 2006, AT 2:59 O'CLOCK A.M.

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

3923481 8100M

060197363



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4559162

DATE: 03-01-06

PATENT

REEL: 018247 FRAME: 0762

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:57 PM 02/28/2006
FILED 03:57 PM 02/28/2006
SRV 060197363 - 3923481 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CARDIAC SCIENCE OPERATING COMPANY
INTO
CARDIAC SCIENCE CORPORATION**

Cardiac Science Corporation, a Delaware corporation (the "*Corporation*"), in accordance with Section 253 of the Delaware General Corporation Law, does hereby certify as follows:

1. The Corporation is incorporated pursuant to the Delaware General Corporation Law.
2. The Corporation owns 100% of the outstanding shares of the common stock of Cardiac Science Operating Company, a Delaware corporation. Cardiac Science Operating Company has no shares of any other class or series of stock outstanding.
3. The Corporation, by the following resolutions of its Board of Directors, duly adopted on February 21st, 2006, determined to merge into itself Cardiac Science Operating Company on the conditions set forth in such resolutions:

WHEREAS the Corporation lawfully owns 100% of the outstanding stock of Cardiac Science Operating Company, a Delaware corporation (the "*Delaware Subsidiary*"); and

WHEREAS the Corporation desires to merge into itself the Delaware Subsidiary (the "*Delaware Merger*"), and to be possessed of all the estate, property, rights, privileges and franchises of the Delaware Subsidiary; and

WHEREAS, the Delaware Merger is intended to be treated as a complete liquidation of the Delaware Subsidiary described in Section 332 of the Internal Revenue Code of 1986, as amended;

RESOLVED, that the Corporation merge into itself the Delaware Subsidiary, effective at 2:59 AM Eastern Time, March 1, 2006 (11:59 PM Pacific Time, February 28, 2006), and assumes all of its liabilities and obligations; and

RESOLVED FURTHER, that an authorized officer of the Corporation be and hereby is directed to make and execute a certificate of ownership and merger setting forth a copy of the resolution to 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 Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the Corporation and that the statements herein are true, under penalties of perjury, this 24th day of February, 2006.

CARDIAC SCIENCE CORPORATION

By: /s/ Michael K. Matysik
Name: Michael K. Matysik
Title: Senior Vice President and Chief
Financial Officer