

FORM PTO-1595

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(Rev. 6-93)

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

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

1. Name of conveying party(ies):

CTI Molecular Imaging, Inc.

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

2. Name and address of receiving party(ies)

Name: Siemens Medical Solutions USA, Inc.

Internal Address:

Street Address: 51 Valley Stream ParkwayCity: Malvern State: Pennsylvania ZIP: 19355-1406Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

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

Execution Date: September 30, 2006

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)

See Attachment A

B. Patent No.(s) See Attachment A

Additional numbers attached? ☒ Yes ☐ No

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

Name: Elsa Keller

Internal Address:

Siemens CorporationIntellectual Property DepartmentStreet Address: 170 Wood Avenue SouthCity: Iselin State: NJ ZIP: 088306. Total number of applications and patents involved: twelve7. Total Fee (37 CFR 3.41) \$ 480.00☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit Account No.

19-2179

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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.

J. Kirkland Douglass, Jr. Reg. No: 46,011

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

CH \$480.00 192179 10421324

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PATENT
REEL: 018463 FRAME: 0291

Attachment A

grant number	date of grant	Internal File Number	application number	filing date
5.139.731	08.18.1992	1991P88005 US	07/699,006	05.13.1991
5.345.477	09.06.1994	1991P88006 US	07/717,268	06.19.1991
5.463.291	10.31.1995	1993P88013 US	08/178,375	12.23.1993
5.608.224	03.04.1997	1995P88014 US	08/515,032	08.15.1995
5.586.153	12.17.1996	1995P88015 US	08/514,535	08.14.1995
6.599.484	07.29.2003	2000P88031 US	09/569,780	05.12.2000
6.359.952	03.19.2002	2000P88035 US	09/511,818	02.24.2000
6.342.688	01.29.2002	2000P88036 US	09/590,873	06.09.2000
7.030.399	04.18.2006	2004P88064 US	10/815,246	03.31.2004
		2003P88032 US	10/421,324	04.23.2003
		2003P88063 US	10/671,086	09.25.2003
		2004P88067 US	10/817,529	04.02.2004

Delaware

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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:

"CTI MOLECULAR IMAGING, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SIEMENS MEDICAL SOLUTIONS USA, INC." UNDER
THE NAME OF "SIEMENS MEDICAL SOLUTIONS USA, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF
SEPTEMBER, A.D. 2006, AT 11:38 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF
SEPTEMBER, A.D. 2006, AT 11:59 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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060889735

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5073169

DATE: 09-27-06

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

**CTI MOLECULAR IMAGING, INC.
WITH AND INTO
SIEMENS MEDICAL SOLUTIONS USA, INC.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:05 PM 09/27/2006
FILED 11:38 AM 09/27/2006
SRV 060889735 - 0941229 FILE

Pursuant to Section 253 of
the Delaware General Corporation Law

Siemens Medical Solutions USA, Inc., a Delaware corporation (the "*Corporation*"), hereby certifies as follows:

FIRST: The Corporation is a corporation incorporated under the laws of the State of Delaware on July 19, 1982.

SECOND: The Corporation owns 100% of the Common Stock, no par value per share (the "*Common Stock*") of CTI Molecular Imaging, Inc., a Delaware corporation ("*CTIMI*"), the Common Stock being the only class of capital stock of CTIMI outstanding.

THIRD: The Corporation, by the following resolutions duly adopted on September 25, 2006 by the Corporation's Board of Directors in accordance with Section 141 of the Delaware General Corporation Law, determined to merge CTIMI with and into the Corporation:

WHEREAS, Siemens Medical Solutions USA, Inc., a Delaware corporation (the "*Corporation*"), owns 100% of the issued and outstanding capital stock of CTI Molecular Imaging, Inc., a Delaware corporation ("*CTIMI*"); and

WHEREAS, the Board of Directors of the Corporation, after consideration thereof, has determined that it is in the best interest of the Corporation and its Sole Stockholder to merge CTIMI with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law and the resolutions set forth below;

NOW, THEREFORE, BE IT:

RESOLVED, that CTIMI merge with and into the Corporation (the "*Merger*") in accordance with Section 253 of the Delaware General Corporation Law (the "*DGCL*");

RESOLVED FURTHER, that the Merger shall be effective as of 11:59:59 Eastern Time on September 30, 2006 (the "*Effective Time*");

RESOLVED FURTHER, that, at the Effective Time, CTIMI shall be merged with and into the Corporation, the separate corporate existence of CTIMI shall cease, the Corporation shall be the surviving corporation in the Merger (the "*Surviving Corporation*"), and the effect of the Merger shall be as provided in the applicable provisions of the DGCL;

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CERTIFICATE OF OWNERSHIP AND MERGER

RESOLVED FURTHER, that the Certificate of Incorporation of the Corporation in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation;

RESOLVED FURTHER, that the Bylaws of the Corporation in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation;

RESOLVED FURTHER, that, from and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, the directors of the Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation;

RESOLVED FURTHER, that, from and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, the officers of the Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation;

RESOLVED FURTHER, that, at the Effective Time, each share of the Common Stock, no par value per share, of CTIMI (the "*Common Stock*"), shall be canceled without any conversion thereof, and no payment or distribution shall be made with respect thereto;

RESOLVED FURTHER, the Chief Executive Officer, the President, the Chief Financial Officer, each Vice President, the Secretary, each Assistant Secretary, and each other officer of the Corporation (the "*Officers*"), and each of them, are hereby authorized, empowered and directed to execute all documents, including without limitation the Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware, and to undertake all other actions, in their discretion, which may be necessary or useful to effectuate these resolutions;

RESOLVED FURTHER, that any action as may have been taken or caused to be taken by any Officer prior to the date of these resolutions, which action was in connection with the preparation of the matters contemplated by the preceding resolutions and for any and all additional agreements, instruments and certificates in connection with the matters contemplated by the preceding resolutions hereby is ratified, approved and confirmed in all respects;

RESOLVED FURTHER, that the Officers, and each of them individually, hereby are authorized, for and on behalf of the Corporation, to prepare, execute and deliver any and all such other documents or instruments, and to do or cause to be done any and all such other acts and things as they, or any of them, may deem necessary, advisable or appropriate in order to make effective or implement the intent and purposes of the foregoing resolutions, and any document or instrument so executed or act or thing done or caused to be done by them, or any of them, shall be conclusive evidence of their or his authority in so doing; and

RESOLVED FURTHER, that this unanimous written consent may be executed by the Directors of the Corporation in one or more counterparts, each of which shall be an original and all of which shall constitute one and the same instrument.

SIEMENS MEDICAL SOLUTIONS USA, INC.

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CERTIFICATE OF OWNERSHIP AND MERGER

FOURTH: The merger of CTIMI with and into the Corporation shall be effective at 11:59:59 Eastern Time on September 30, 2006.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its authorized officers on September 25, 2006.

SIEMENS MEDICAL SOLUTIONS USA, INC., a
Delaware corporation

By: 

Dr. Heinrich Kolem
President

and

By: 

Georg Obermeyer
Chief Financial Officer

SIEMENS MEDICAL SOLUTIONS USA, INC.