

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 Pet Systems, Inc.

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

2. Name and address of receiving party(ies)

Name: Siemens Medical Solutions USA, Inc.

Internal Address:

Street Address: 51 Valley Stream Parkway

City: Malvern State: Pennsylvania ZIP: 19355-1406

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

3. Nature of conveyance:

- \_\_\_ Assignment \_\_\_ X 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? X Yes \_\_\_ No

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

Name: Elsa Keller

Internal Address:

\_\_\_ Siemens Corporation \_\_\_ Intellectual Property Department

Street Address: 170 Wood Avenue South

City: Iselin State: NJ ZIP: 08830

6. Total number of applications and patents involved:

forty-seven

7. Total Fee (37 CFR 3.41) ..... \$ 1880.00

\_\_\_ Enclosed X Authorized to be charged to deposit account

8. Deposit Account No.

19-2179

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.

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

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 6

CH \$1880.00 192179 10222091

## ATTACHMENT - A

application number	filing date	date of grant	grant number	Internal File Number
06/677,931	12.04.1984	05.10.1988	4743764	1984p88001 US
06/796,073	11.07.1985	06.07.1988	4749863	1985P88002 US
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# Delaware

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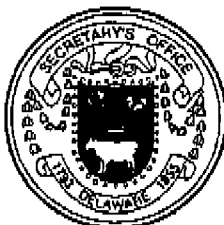
*The First State*

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 PET SYSTEMS, INC.", A TENNESSEE 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 12:05 O'CLOCK P.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.



0941229 8100M

060889749

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5080364

DATE: 09-29-06

PATENT  
REEL: 018535 FRAME: 0185

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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
CTI PET SYSTEMS, 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 12:05 PM 09/27/2006  
SRV 060889749 - 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 shares, par value \$0.01 per share (the "*Common Shares*") of CTI PET Systems, Inc., a Tennessee corporation ("*CPS*"), the Common Shares being the only class of capital stock of CPS 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 CPS 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 PET Systems, Inc., a Tennessee corporation ("*CPS*"); 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 CPS 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 CPS 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, CPS shall be merged with and into the Corporation, the separate corporate existence of CPS 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;

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;

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CERTIFICATE OF OWNERSHIP AND MERGER

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 of the common shares, par value \$0.01 per share, of CPS (the "Common Shares"), 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.

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

\* *Signatures appear on following page* \*

SIEMENS MEDICAL SOLUTIONS USA, INC.

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CERTIFICATE OF OWNERSHIP AND MERGER

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.