

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/06/2001

CONVEYING PARTY DATA

Name	Execution Date
OMNICELL.COM	08/06/2001

RECEIVING PARTY DATA

Name:	OMNICELL, INC.
Street Address:	1101 East Meadow Drive
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94303

PROPERTY NUMBERS Total: 10

Property Type	Number
Patent Number:	6385505
Patent Number:	6760643
Patent Number:	5805455
Patent Number:	6272394
Patent Number:	6609047
Patent Number:	5805456
Patent Number:	5745366
Patent Number:	5905653
Patent Number:	6039467
Patent Number:	6151536

CORRESPONDENCE DATA

Fax Number: (415)576-0300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$400.00 6385505

Phone: 303-571-4000
Email: djgibby@townsend.com
Correspondent Name: Darin J. Gibby
Address Line 1: Two Embarcadero Center, Eighth Floor
Address Line 2: Townsend and Townsend and Crew
Address Line 4: San Francisco, CALIFORNIA 94111-3834

ATTORNEY DOCKET NUMBER:

016166

NAME OF SUBMITTER:

Darin J. Gibby

Total Attachments: 3

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State of Delaware
Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"OMNICELL.COM", A CALIFORNIA CORPORATION,

WITH AND INTO "OMNICELL MERGER CORPORATION" UNDER THE NAME OF "OMNICELL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3213344 8100M

AUTHENTICATION: 1281751

010383085

DATE: 08-06-01

PATENT
REEL: 019331 FRAME: 0394

CERTIFICATE OF MERGER

OF

OMNICELL.COM
a California corporation

INTO

OMNICELL MERGER CORPORATION
a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Omnicell.com	California
Omnicell Merger Corporation	Delaware

2. An Agreement and Plan of Merger dated as of August 6, 2001 (the "Agreement of Merger") between Omnicell.com and Omnicell Merger Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Omnicell Merger Corporation, a Delaware corporation. Upon the effectiveness of the filing of this Certificate of Merger, Omnicell Merger Corporation will change its name to Omnicell, Inc., and Article I of the Amended and Restated Certificate of Incorporation of Omnicell Merger Corporation shall be amended by changing the name of the corporation to "Omnicell, Inc."

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1101 East Meadow Drive, Palo Alto, CA 94303.

5. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

6. The authorized capital stock of Omnicell.com consists of (a) 40,000,000 shares of Common Stock, no par value per share and (b) 18,500,000 shares of Preferred Stock, no par value per share.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/06/2001
010383085 - 3213344

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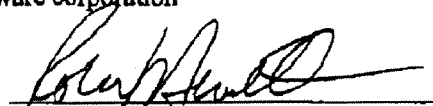
PATENT
REEL: 019331 FRAME: 0395

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

Dated as of **August 6, 2001.**

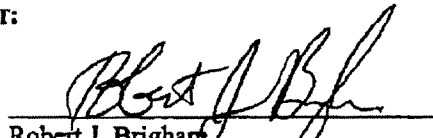
OMNICELL MERGER CORPORATION,
a Delaware corporation

By:


Robert Y. Newell, IV
Chief Financial Officer

ATTEST:

By:


Robert J. Brigham
Secretary