

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/03/2003

CONVEYING PARTY DATA

Name	Execution Date
Del Mar Medical Systems, LLC	01/03/2003

RECEIVING PARTY DATA

Name:	DMS Acquisition Corp.
Street Address:	1621 Alton Parkway
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92606

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	6251080

CORRESPONDENCE DATA

Fax Number: (425)657-7205
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 425-657-7200
 Email: clay.west@spacelabs.com
 Correspondent Name: Clarence F. West
 Address Line 1: 5150 220th Ave SE
 Address Line 4: Issaquah, WASHINGTON 98029

ATTORNEY DOCKET NUMBER:	6251080 DMMSLLC TO DMSACQ
NAME OF SUBMITTER:	Clarence F. West

Total Attachments: 3
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PATENT

DMS ACQUISITION CORP.

ACTION BY CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF A MEETING

January 3, 2003

The undersigned, being the sole Director of DMS Acquisition Corp., a California corporation (the "Corporation"), hereby consents, to the adoption of the following resolutions, effective as of the date set forth above:

RESOLVED: To accept the resignation of Stephen H. Faberman, from the positions of President, Treasurer and Secretary of the Corporation effective as of the date hereof.

RESOLVED: That any and all actions taken on behalf of the Corporation by Mr. Faberman during his tenure as President, Treasurer and Secretary of the Corporation be, and hereby are, ratified and approved.

RESOLVED: That Kevin A. D'Silva be, and each hereby is, elected to the offices of President, Treasurer and Secretary, to hold such offices until the next annual meeting of the Board of Directors and until his successors have been duly elected and qualified.

RESOLVED: That the proposed acquisition (the "Proposed Transaction") by the Corporation of substantially all of the assets of Del Mar Medical Systems, LLC ("Seller"), is determined to be in the best interests of the Corporation and is therefore approved.

RESOLVED: That the "Designated Officers" of the Corporation be, and each of them acting singly hereby is, authorized and directed to execute and deliver, on behalf of the Corporation, an Asset Purchase Agreement (the "Purchase Agreement"), by and among the Corporation, Seller and certain members of Seller and those documents referred to therein, such Purchase Agreement and other documents to be substantially in the form attached hereto as Exhibit A, together with such changes therein or additions thereto (including the annexation of appropriate exhibits, appendices or schedules) as the officer acting may deem to be necessary or appropriate, the execution and delivery of such Purchase Agreement and such other documents by said officer to be conclusively presumed to have been pursuant to the authorization conferred by this vote. The "Designated Officers" of the Corporation shall include the President and any other officer of the Corporation designated by him.

RESOLVED: That in consideration for the issuance by Ferraris Group PLC (“Ferraris”) of certain ordinary shares of Ferraris to Seller as partial payment of the purchase price required to be paid to Seller under the Purchase Agreement, the Corporation shall pay to Ferraris on or before the fifth anniversary of the closing of the Proposed Transaction, or such earlier date as demanded by Ferraris, the cash sum of U.S.\$2,750,000.

RESOLVED: That each of the Designated Officers, acting singly in the name and on behalf of the Corporation, is hereby authorized and directed from time to time, to execute, make oath to, acknowledge and deliver any and all such applications, documents, letters, orders, directions, certificates, notices and other instruments and papers and to do or cause to be done any and all such other acts and things as may in the judgment of the Designated Officer so acting be necessary or appropriate in connection with the consummation of the Proposed Transaction and all or any of the related transactions contemplated by the foregoing resolutions, including without limitation, to adopt, approve, ratify and confirm any and all specific language that may be required to authorize the transactions, agreements, and covenants contemplated by or related to such regulatory applications, or the execution, acknowledgment, delivery or filing of any applications, petitions, notices, documents, letters, certificates or other instruments or papers with any federal, state or local governmental agency or authority whose approval, consent or permission may be sought in connection with the transactions, agreements, and covenants contemplated by or related to the foregoing resolutions, the execution thereof to be conclusive evidence that the same has been approved by this Board of Directors.

RESOLVED: That any actions taken by any Designated Officer on or prior to the date of the foregoing votes adopted at this meeting that are within the authority conferred by the foregoing votes are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

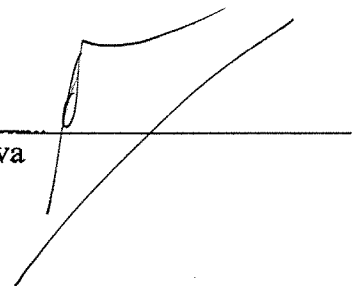
RESOLVED: That, immediately after the consummation of the Proposed Transaction, the Articles of Incorporation of the Corporation be amended to change the name of the Corporation to Del Mar Medical Systems, Inc.

RESOLVED: That the foregoing resolution be presented to the sole stockholder of the Corporation for approval.

RESOLVED: That, upon approval of the name change by the sole stockholder, the Corporation file a Certificate of Amendment to the Articles of Incorporation of the Corporation with the California Secretary of State substantially in the form attached hereto as Exhibit B, and that the officers of the Corporation, each acting singly, are hereby authorized and directed to execute and deliver any and all documents necessary to facilitate the name change.

RESOLVED: That any officer of the Corporation be, and each of them hereby is, authorized, empowered, and directed to make, sign, execute, acknowledge, deliver, file, record and publish any and all orders, directions, requests, receipts, certificates or other instruments, papers and documents, and to perform any and all such acts and things as may be required or appropriate to carry out the terms and provisions of the foregoing resolutions.

Kevin A. D'Silva



DMS Acquisition Corp. - Action by Consent of the Board of Directors.

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