

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010
CONVEYING PARTY DATA	
Name	Execution Date
Bioimagine, Inc.	12/21/2010
RECEIVING PARTY DATA	
Name:	Ventana Medical Systems, Inc.
Street Address:	1910 E. Innovation Park Drive
City:	Tucson
State/Country:	ARIZONA
Postal Code:	85755
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11048541
CORRESPONDENCE DATA	
Fax Number:	(650)493-6811
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	6504939300
Email:	alygas@wsgr.com
Correspondent Name:	Wilson Sonsini Goodrich & Rosati
Address Line 1:	650 Page Mill Road
Address Line 4:	Palo Alto, CALIFORNIA 94304-1050
ATTORNEY DOCKET NUMBER:	35086-701.301
NAME OF SUBMITTER:	Ann Lygas
Total Attachments: 3 source=Bioimagine DECertofMerging#page1.tif source=Bioimagine DECertofMerging#page2.tif source=Bioimagine DECertofMerging#page3.tif	

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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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:

"BIOIMAGENE, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "VENTANA MEDICAL SYSTEMS, INC." UNDER THE NAME OF "VENTANA MEDICAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2010, AT 8:37 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 11:58 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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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8457203

DATE: 12-28-10

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**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
SECTION 253**

**CERTIFICATE OF OWNERSHIP
MERGING
BIOIMAGENE, INC.,
a California corporation
INTO
VENTANA MEDICAL SYSTEMS, INC.,
a Delaware corporation**

(Pursuant to Section 253 of then General Corporation Law of Delaware)

Ventana Medical Systems, Inc. ("Ventana"), a corporation incorporated on the 26th day of February, 1993, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that Ventana owns 100% of the capital stock of BioImagene, Inc. ("BioImagene"), a corporation incorporated on the 28th day of January, 2003, pursuant to the provisions of the California Corporation Code, and that Ventana, by resolutions of its Board of Directors duly adopted by written consent without a meeting on the 21 day of December, 2010, determined to and did merge BioImagene with and into Ventana, which resolutions are in the following words to wit:

WHEREAS, Ventana lawfully owns 100% of the outstanding stock of BioImagene, Inc. ("BioImagene"), a corporation organized and existing under the laws of California.

WHEREAS, Ventana desires to merge BioImagene with and into Ventana, and to be possessed of all the estate, property, rights, privileges and franchises of BioImagene.

NOW, THEREFORE, BE IT RESOLVED, that BioImagene merge with and into Ventana, with Ventana surviving the merger.

FURTHER RESOLVED, that all property, real, personal and mixed, and all debts due to either BioImagene or Ventana, as well as all other things and causes of action belonging to each of them, shall be vested in Ventana, and shall thereafter be the property of Ventana as they were of each of Ventana and BioImagene prior to the merger,

and the title to any real property vested by deed or otherwise in Ventana or BioImagene, shall not revert or be in any way impaired by reason of the merger.

FURTHER RESOLVED, that all rights of creditors and all liens upon any property of Ventana or BioImagene shall be preserved unimpaired, and all debts, liabilities and duties of Ventana or BioImagene shall attach to Ventana, and may be enforced against Ventana to the same extent as if said debts, liabilities and duties had been incurred or contracted by Ventana.

FURTHER RESOLVED, that all shares of BioImagene that are issued and outstanding immediately before the effective date of the merger shall, by virtue of the merger and upon the effective date of the merger, cease to exist, and certificates representing such shares shall be cancelled.

FURTHER RESOLVED, that the shares of capital stock of Ventana are not affected by the merger.

FURTHER RESOLVED, that the merger shall take effect on December 31, 2010, as of 11:58 p.m. Eastern Standard Time.

FURTHER RESOLVED, that any officer of Ventana (each an "Authorized Officer"), on behalf of Ventana, is hereby authorized and directed to make and execute a certificate of ownership setting forth a copy of the resolutions to merge BioImagene into Ventana 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 the appropriate county.

FURTHER RESOLVED, that any Authorized Officer is authorized and directed to take any and all additional actions that may be necessary or appropriate in connection with the foregoing merger, and that all such actions taken or to be taken on behalf of Ventana are hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, Ventana has caused this certificate to be signed by an authorized officer this 21 day of December, 2010.

Ventana Medical Systems, Inc.,
a Delaware corporation

By: 
Hany Massarany
Its: President