

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Change of State of Incorporation from Delaware to Indiana
CONVEYING PARTY DATA	
Name	Execution Date
Hill-Rom Services, Inc. (Delaware Corporation)	12/28/2010
RECEIVING PARTY DATA	
Name:	Hill-Rom Services, Inc. (Indiana Corporation)
Street Address:	1069 State Route 46 East
City:	Batesville
State/Country:	INDIANA
Postal Code:	47006
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12957491
CORRESPONDENCE DATA	
Fax Number:	3172317433
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	317-231-7341
Email:	ron.henderson@btlaw.com
Correspondent Name:	Ronald S. Henderson
Address Line 1:	11 South Meridian Street
Address Line 2:	Barnes & Thornburg LLP
Address Line 4:	Indianapolis, INDIANA 46204
ATTORNEY DOCKET NUMBER:	7175-213587
NAME OF SUBMITTER:	Ronald S. Henderson
Total Attachments: 8 source=STATE_OF_INCORPORATION#page1.tif source=STATE_OF_INCORPORATION#page2.tif source=STATE_OF_INCORPORATION#page3.tif source=STATE_OF_INCORPORATION#page4.tif source=STATE_OF_INCORPORATION#page5.tif source=STATE_OF_INCORPORATION#page6.tif source=STATE_OF_INCORPORATION#page7.tif source=STATE_OF_INCORPORATION#page8.tif	

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Delaware

PAGE 1

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 CONVERSION OF "HILL-ROM SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2010, AT 4:09 O'CLOCK P.M.

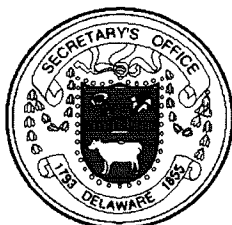
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

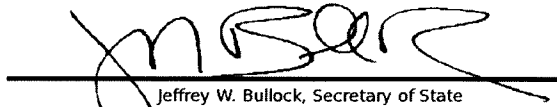
AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.

2428866 0265C

101237979

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8465684

DATE: 12-31-10

PATENT
REEL: 029458 FRAME: 0861

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT SECTION 266 OF THE
GENERAL CORPORATION LAW**

1.) The name of the Corporation is Hill-Rom Services, Inc.

(If changed, the name under which it's certificate of incorporation was originally filed was Hill-Rom International, Inc..)

2.) The date of filing of its original certificate of incorporation with the Secretary of State is August 22, 1994.

3.) The jurisdiction to which the corporation shall convert to is Indiana and the name under which the entity shall be known as is Hill-Rom Services, Inc.

4.) The conversion has been approved in accordance with this section;

5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is 1069 State Route 46 East, Batesville, Indiana 47006

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this 30th day of November, A.D. 2010.

By: 
Authorized Officer

Name: Robert L. Macklin, Vice President
Print or Type Name and Title

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:09 PM 12/28/2010
FILED 04:09 PM 12/28/2010
SRV 101237979 - 2428866 FILE

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

HILL-ROM SERVICES, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, December 28, 2010.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 28, 2010.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

1999090306 / 2010122957493



ARTICLES OF DOMESTICATION

Domestication of a Foreign Corporation into an Indiana Corporation
State Form 51575 (1-04)
Approved by State Board of Accounts, 2004

2010 DEC 28 AM 11:27

TODD ROKITA
SECRETARY OF STATE
CORPORATE DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/4" x 11" white paper for attachments.
Present original and one copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-1-18-3
FILING FEE: \$30.00

ARTICLES OF DOMESTICATION

The undersigned, desiring to domesticate a foreign corporation (herein referred to as "Corporation") within the State of Indiana pursuant to the provisions of *Indiana Code 23-1-38.5-4, et. seq.*, executes the following Articles of Domestication:

ARTICLE I: NAME AND JURISDICTION OF CORPORATION

SECTION 1:

CORPORATE NAME

- a. The following is the name of Corporation immediately before filing these Articles of Domestication:
Hill-Rom Services, Inc.
- b. If the corporate name given above is unavailable in Indiana or if Corporation wishes to change its name, the new name of the corporation will be the following:
- (Please note that pursuant to *Indiana Code 23-1-23-1(a)*, this name must include the word "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd.", or words or abbreviations of like import in another language.)

SECTION 2:

JURISDICTION

- a. The following is the jurisdiction in which Corporation was incorporated immediately before filing these Articles of Domestication:
Delaware
- b. Please read and sign the following statement:
I hereby affirm under the penalty of perjury that, to the best of my knowledge, the domestication of Corporation in Indiana was duly authorized as required by the laws of the above-stated jurisdiction.

Signature

Printed Name Robert L. Macklin

Title Vice President

ARTICLE II: REGISTERED OFFICE AND AGENT

Registered Agent: The name and street address of Corporation's Registered Agent and Registered Office for service of process are as follows:

Name of Registered Agent

CT Corporation System

Address of Registered Office (street or building only, no PO)

251 E. Ohio Street, Suite 1100

City

Indianapolis

Indiana

Zip Code

46204

ARTICLE III: AUTHORIZED SHARES

- a. Please state the number of shares Corporation is authorized to issue: 3,000
- b. If there is more than one class of shares or shares with rights and preferences, please list such information as "Exhibit A" and attach herewith.

ARTICLE IV: PLAN OF DOMESTICATION

Please set forth the Plan of Domestication, containing such information as required by *Indiana Code 23-1-38.5-4(c)*, attach herewith, and designate it as "Exhibit B."

The names and addresses of the incorporators of Corporation are as follows:				
NAME	NUMBER AND STREET OR BUILDING	CITY	STATE	ZIP CODE
Robert L. Macklin	1069 State Route 46 East	Batcsville	IN	47006

In Witness Whereof, the undersigned being an officer or other duly authorized representative executes these Articles of Domestication and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 30th day of November, 2010.

Signature 	Printed Name Robert L. Macklin	Title Vice President
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**PLAN OF DOMESTICATION
OF
HILL-ROM SERVICES, INC.**

This Plan of Domestication (this "**Plan of Domestication**"), dated as of this 30th day of November, 2010, is entered into by HILL-ROM SERVICES, INC., a Delaware corporation (the "**Company**"), in accordance with IND. CODE § 23-1-38.5-4 *et. seq.*

Recitals

WHEREAS, the Company is a corporation duly organized and validly existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors and sole shareholder of the Company have determined that it is advisable and in the best interests of the Company to domesticate the Company in the State of Indiana upon the terms and subject to the conditions set forth in this Plan of Domestication and in accordance with the applicable laws of the State of Indiana; and

WHEREAS, the Board of Directors and sole shareholder of the Company have approved and adopted this Plan of Domestication.

Agreements

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the Domestication, the Company agrees as follows:

Article 1. THE DOMESTICATION AND ITS EFFECTIVE TIME

Section 1.1 The Domestication. As of the Effective Time, the Company shall cease to be incorporated in the State of Delaware and shall be incorporated in the State of Indiana in accordance with the applicable laws of the State of Indiana (the "**Domestication**").

Section 1.2 Effective Time. The effective time and date of the Domestication shall occur at the time the Articles of Domestication are filed and accepted by the Indiana Secretary of State (the "**Effective Time**").

Section 1.3 Name. The name of the Company following the Domestication shall be "Hill-Rom Services, Inc."

Article 2. ORGANIZATIONAL DOCUMENTS

Section 2.1 Articles of Incorporation. As of the Effective Time, the Certificate of Incorporation of the Company shall be cancelled and the Articles of Domestication of the Company shall be substituted therefor and shall constitute the Articles of Incorporation subject always to the right of the Company to amend such Articles in accordance with the laws of the State of Indiana and the terms and conditions of such Articles.

Section 2.2 Bylaws. As of the Effective Time, the Bylaws of the Company dated September 9, 1994 shall be cancelled and the Bylaws of the Company as approved and adopted by the Board of Directors on November __, 2010, shall be substituted therefor subject always to

the right of the Company to alter, amend or repeal the Bylaws in accordance with the laws of the State of Indiana and the terms and conditions of the Articles of Incorporation and the Bylaws.

Article 3. SHARES OF COMMON STOCK

Section 3.1 **Reclassification of Shares.** As of the Effective Time, each of the issued and outstanding shares of common stock of the Company shall be automatically without any further action be reclassified as shares of common stock of the Company under Indiana law, and no other payment shall be made with respect thereto, and all certificates evidencing such shares shall be delivered by the Company to the shareholders of the Company.

Article 4. EFFECT OF DOMESTICATION

Section 4.1 **Effect.** From and after the Effective Time, the Domestication shall have the effect as set forth in IND. CODE § 23-1-38.5-8.

Article 5. ARTICLES OF DOMESTICATION; FILING

Section 5.1 **Articles of Domestication; Filing.** As soon as practicable after the date hereof, the proper officers of the Company shall prepare and deliver appropriate Articles of Domestication to the Indiana Secretary of State, and shall make all other filings or recordings as may be required under the Indiana Business Corporation Law in connection with the Domestication. Upon filing of the Articles of Domestication, the Domestication shall be completed and the Company shall operate pursuant to such Articles and the provisions of the Indiana Business Corporation Law.

Article 6. FURTHER DOCUMENTS

Section 6.1 **Further Documents.** If at any time prior to or after the Effective Time, the Company shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Company the title to any property or right of the Company or otherwise to carry out the purposes of the Domestication, the Board of Directors and the proper officers of the Company shall execute and make all such proper assignments or assurances and take such other actions; and, without limiting the foregoing, following the Effective Time, the Board of Directors and the proper officers of the Company are hereby authorized, in the name and on behalf of the Company or otherwise, to do any of the foregoing.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Company, executes this Plan of Domestication, this 30th day of November, 2010.

Hill-Rom Services, Inc.

By: 
Printed: Robert Mackley
Its: Vice President