

05-20-1999

4199

MRD 514199

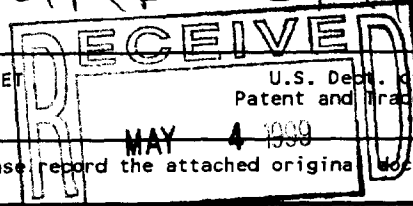


101041910

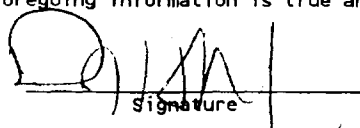
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Dept. of Commerce
Patent and Trademark Office

(194)



Owner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): PHILIPS MEDICAL SYSTEMS NORTH AMERICA INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Ltd Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>NORTH AMERICAN PHILIPS CORPORATION</u> Internal Address: _____ _____ Street Address: <u>1251 Avenue of the Americas</u> _____ City: <u>New York</u> State: <u>NY</u> Zip: <u>10020-1104</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of Delaware _____ <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Destinations must be a separate document from Assignment) Additional name(s) & Address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Certificate of Ownership and Merger</u> Execution Date: <u>July 24, 1989</u> (effective July 29, 1989)</p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,117,184 (TOMOSCAN)</p> <p>Additional Numbers Attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Philips Electronics North America Corporation</u> Internal Address: _____ _____ Street Address: <u>580 White Plains Road</u> _____ City: <u>Larrytown</u> State: <u>NY</u> Zip: <u>10591</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) ...\$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to Deposit Account</p> <p>8. Deposit Account Number: <u>14-1270</u> (Attach duplicate copy of this page paying by deposit account)</p>
<p>DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature.</p> <p>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.</p> <p><u>Dwight H. Renfrew</u>  <u>May 3, 1999</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>5</u></p>	

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

05/19/1999 DNGUYEN 00000343 141270 1117184
01 FC:581 40.00 CH

TRADEMARK
REEL: 001898 FRAME: 0591

899207064

FILED

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PHILIPS MEDICAL SYSTEMS NORTH AMERICA INC.
INTO
NORTH AMERICAN PHILIPS CORPORATION

JUL 28 1989

Handwritten signature and initials
10 AM

North American Philips Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 16th day of October, 1959, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Philips Medical Systems North America Inc., a corporation incorporated on the 7th day of August, 1968, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the board on the 19th day of July, 1989, determined to and did merge into itself said Philips Medical Systems North America Inc.

RESOLVED, that North American Philips Corporation merge, and it hereby does merge into itself Philips Medical Systems North America Inc., and assumes all of its obligations; and

RESOLVED, that the merger shall become effective on July 29, 1989 as of the close of business; and

RESOLVED, that the proper officers of this Corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Philips Medical Systems North America Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

TRADEMARK

REEL: 001898 FRAME: 0592

- 2 -

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the board of directors of North American Philips Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said North American Philips Corporation has caused this certificate to be signed by Samuel J. Rozel, its Vice President and attested by John F. Kelly, its Assistant Secretary, this 24th day of July, 1989.

NORTH AMERICAN PHILIPS CORPORATION

By 
Samuel J. Rozel, Vice President

ATTEST:

By 
John F. Kelly, Assistant Secretary

Certificate of Ownership of the NORTH AMERICAN PHILIPS CORPORATION a corporation organized and existing under the laws of the State of Delaware merging PHILIPS MEDICAL SYSTEMS NORTH AMERICA INC. a corporation organized and existing under the laws of the State of Delaware, as received and filed in this office the twenty-sixth day of July, A.D. 1989, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"PHILIPS MEDICAL SYSTEMS NORTH AMERICA INC.", A DELAWARE CORPORATION,

WITH AND INTO "NORTH AMERICAN PHILIPS CORPORATION" UNDER THE NAME OF "NORTH AMERICAN PHILIPS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JULY, A.D. 1989, AT 10 O'CLOCK A.M.



0684125 8100M

991170866

RECORDED: 05/04/1999

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9717063

DATE: 04-30-99

TRADEMARK

REEL: 001898 FRAME: 0595