

09-02-1998

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

PLY

481-46 48-2 228



Tab settings >>>

To the Honorable Commissioner of

100805771

attached original documents or copy thereof.

1. Name of conveying party(ies):

Cemax/ICON, Inc.

MD
9-1-98

- Individual(s)
- General Partnership
- Corporation-State (California)
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Cemax-Icon, Inc.

Internal Address:

Street Address: 47281 Mission Falls Court

City: Fremont State: CA ZIP: 94539

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 12, 1996

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Schedule A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Keith E. Sharkin, Esq.

Internal Address: Nims, Howes, Collison, Hansen & Lackert

Street Address: 605 Third Avenue Suite 3500

City: New York State: NY ZIP: 10158

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41): \$ 265.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

09/08/1998 SMITH 09000004 1995165

DO NOT USE THIS SPACE

01 FD:481
02 FD:482

40.00 OP
225.00 OP

9. Statement and signature.

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.

Keith E. Sharkin
Name of Person Signing

Keith E. Sharkin
Signature

August 31, 1998
Date

Total number of pages comprising cover sheet:

2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion.

TRADEMARK
REEL: 1775 FRAME: 0872

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO.</u>
ACCURAD	1,995,168
ARCHIVEMANAGER	2,050,285
AUTORAD	1,995,169
CEMAX	1,430,986
CLINICALVIEW	1,993,061
ICON MEDICAL SYSTEMS & Design	1,960,029
NETCOMM	1,961,719
RADACCESS	1,984,810
SCANLINK	2,023,223
TELEMAX	1,944,148

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A478886

FILED
In the office of the Secretary of State
of the State of California

JUL 18 1996

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
CEMAX/ICON, INC.

The undersigned, Terry Ross and Michael J. O'Donnell, hereby certify that:

1. They are the duly elected and acting President and Assistant Secretary, respectively, of Cemax/ICON, Inc.
2. Article I of the Restated Articles of Incorporation of this corporation is amended in its entirety to read as follows:

"I.

The name of this corporation is Cemax-Icon, Inc."

3. Article III of the of the Restated Articles of Incorporation of this corporation is amended in its entirety to read as follows:

"III.

The corporation is authorized to issue two classes of shares to be designated respectively "preferred" and "common." The total number of shares which the corporation is authorized to issue is 80,000,000 shares. The number of preferred shares authorized is 30,000,000 shares (the "Preferred Stock"). The number of common shares authorized is 50,000,000 shares (the "Common Stock").

The Preferred Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series. Except as set forth in Article IV hereof relating to the Series A Preferred Stock, the Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them.

The Board of Directors is further authorized to increase or decrease the number of shares of any series, the number of which was fixed by it, subsequent to the issue of shares of such series and, subject to the limitations and restrictions stated in the resolution of the Board of Directors originally fixing the number of shares of such series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the

status which they had prior to the adoption of the resolutions originally fixing the number of shares of such series.

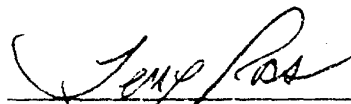
Upon the effectiveness of the amendment of this Article III to read as set forth herein, each outstanding share of Common Stock shall be split up and converted into 0.4255 shares of Common Stock (the "Stock Split"), with any fractional shares resulting from the Stock Split to be rounded to the nearest whole share."

4. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

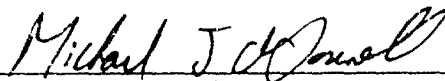
5. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 12,553,417 and the total number of outstanding shares of Series A Preferred Stock of the corporation is 1,985,878. The number of shares voting in favor of the amendment equaled or exceeded to vote required. The percentage vote required was more than fifty percent (50%) of (i) the outstanding Common Stock and (ii) the outstanding shares of Series A Preferred Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment are true and correct of our own knowledge.

Executed at Fremont, California on July 12, 1996.



Terry Ross, President



Michael J. O'Donnell, Assistant Secretary