

05-20-1999

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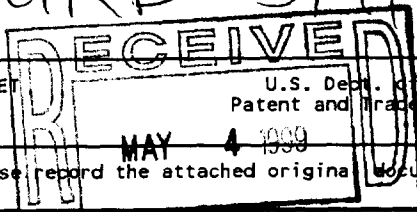
MRD 514199



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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



(194)
Director of Patents and Trademarks: Please record the attached original documents or
copy thereof.

1. Name of conveying party(ies):
PHILIPS MEDICAL SYSTEMS NORTH AMERICA INC.

___ Individual(s) ___ Association
___ General Partnership ___ Ltd Partnership
 Corporation-State of Delaware
___ Other _____

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

2. Name and address of receiving party(ies):
Name: NORTH AMERICAN PHILIPS CORPORATION
Internal Address: _____
Street Address: 1251 Avenue of the Americas
City: New York State: NY Zip: 10020-1104

___ Individual(s) citizenship _____
___ Association _____
___ General Partnership _____
___ Limited Partnership _____
 Corporation-State of Delaware
___ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ Yes ___ No
(Destinations must be a separate document from Assignment)
Additional name(s) & Address(es) attached? ___ Yes ___ No

3. Nature of conveyance:
___ Assignment ___ Merger
___ Security Agreement ___ Change of Name
 Other Certificate of Ownership and Merger
Execution Date: July 24, 1989
(effective July 29, 1989)

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) B. Trademark Registration No.(s)
1,117,184 (TOMOSCAN)
Additional Numbers Attached? ___ Yes ___ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Philips Electronics North America Corporation
Internal Address: _____
Street Address: 580 White Plains Road
City: Larrytown State: NY Zip: 10591

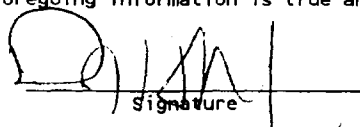
6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) ...\$ 40.00
___ Enclosed ___ Authorized to Deposit Account

8. Deposit Account Number: 14-1270
(Attach duplicate copy of this page paying by deposit account)

DO NOT USE THIS SPACE

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.

Dwight H. Renfrew  May 3, 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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
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FILED

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

JUL 28 1989

John H. [unclear]
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.

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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.



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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