



Tab settings

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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies)  
NeoPath, Inc.



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

Name: TRIPATH IMAGING, INC.

12-12-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #39

Internal Address: \_\_\_\_\_

- Individual(s)
- General Partnership
- Corporation-State Washington
- Other \_\_\_\_\_
- Association
- Limited Partnership

Street Address: 780 Plantation Drive

City: Burlington State: NC ZIP: 27215

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

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

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

3. Nature of conveyance: 12-12-00  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: 12/27/1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,834,157

Additional numbers attached?  Yes  No

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

Name: George A. Leone

Internal Address: \_\_\_\_\_

Street Address: 2150 128th Ave. NW

City: Minneapolis State: MN ZIP: 55448

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

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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.

George A. Leone  
Name of Person Signing

George A. Leone  
Signature

12/06/2000  
Date

5

# STATE of WASHINGTON



## SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

### ARTICLES OF MERGER

to

NEOPATH, INC.

a Washington Profit corporation,

were filed for record in this office on the date indicated below.

Merged into TRIPATH IMAGING, INC. (A Delaware corp. not qualified in Washington)

UBI Number: 601 158 563

Date: December 27, 1999



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State  
2-408798-3

2000 3449 09718 001

TRADEMARK  
REEL: 002197 FRAME: 0063

0093085 27-0-99 09-05A

ARTICLES OF MERGER  
OF  
NEOPATH, INC.  
INTO  
TRIPATH IMAGING, INC.

FILED  
STATE OF WASHINGTON

DEC 27 1999

RALPH MURPHY  
SECRETARY OF STATE

Pursuant to the provisions of the Washington Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. That the Plan of Merger is as follows:  
See Exhibit A
2. That, pursuant to RCW 23B.11.030, the Plan of Merger attached hereto as Exhibit A was duly approved by TriPath Imaging, Inc., the sole shareholder of NeoPath pursuant to a Written Consent of Sole Shareholder dated December 29, 1999.
3. That, pursuant to RCW 23B.11.050, no shareholder consent was required in order to effect this subsidiary merger.

IN WITNESS WHEREOF, we have signed this Plan of Merger on the 31<sup>st</sup> day of December, 1999.

NEOPATH, INC., a Washington Corporation

By: [Signature] 12/23/99  
Name: ERIC W. LINSLEY  
Title: CFO VP FINANCE

TRIPATH IMAGING, INC, a Delaware Corporation

By: [Signature] 12/23/99  
Eric W. Linsley,  
Chief Financial Officer and  
Vice President, Finance

UW: 12-27-99 - 00217  
\$ 100.00 ON 12-27-99

AUTOCYTE, INC.

DEC - 27 1999 10:05

TEL: 336 222 8819

P. 008

W50:60 66-770-22 5808600

**Exhibit A**

**PLAN OF MERGER**

**OF**

**NEOPATH, INC.**

**INTO**

**TRIPATH IMAGING, INC.**

**(UNDER SECTION 23B.11.070 OF THE BUSINESS CORPORATION LAW)**

The undersigned corporation, organized and existing under and by virtue of the Business Corporation Law of the State of Washington does hereby certify as follows:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
NeoPath, Inc. ("NeoPath")	Washington
TriPath Imaging, Inc. ("TriPath")	Delaware

**SECOND:** The name of the surviving corporation is TriPath Imaging, Inc. and following the merger its name shall be TriPath Imaging, Inc.

**THIRD:** That the terms and conditions of the merger shall be as follows:

Each share of Common Stock of NeoPath that is owned by TriPath shall automatically be cancelled and retired and shall cease to exist, and no cash or other consideration shall be delivered in exchange therefor. Upon consummation of the merger, all the outstanding duties and obligations of NeoPath shall become the duties and obligations of TriPath.

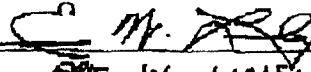
**FOURTH:** That the articles and bylaws of NeoPath shall be cancelled and the article and bylaws of TriPath will survive in full force and effect. Additionally, that the officers and directors of TriPath will be the officers and directors following completion of the merger.

The foregoing Plan of Merger was duly adopted by the Board of Directors of TriPath on December 6, 1999.

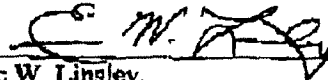
VS0:60 66-000-22 5803600

IN WITNESS WHEREOF, we have signed this Plan of Merger on the 31<sup>st</sup> day of December, 1999.

NEOPATH, INC., a Washington Corporation

By:  12/23/99  
Name: ERIC W. LINSLEY  
Title: CFO, VP FINANCE

TRIPATH IMAGING, INC, a Delaware Corporation

By:  12/23/99  
Eric W. Linsley,  
Chief Financial Officer and  
Vice President, Finance

P.011

TEL: 536 222 8819

AUTOCYTE, INC.

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