

02-08-2001

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

1-17-01

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK  
REEL: 002232 FRAME: 0567

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75237888"/>	<input type="text" value="75238114"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2267557"/>	<input type="text" value="2365186"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

*Michelle McMullen* *Michelle McMullen*

Name of Person Signing

Signature

*01117101*

Date Signed

Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "MED IMAGES, INC.", CHANGING ITS NAME FROM "MED IMAGES, INC." TO "MED IMAGESSM, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 2001, AT 4 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Secretary of State

AUTHENTICATION: 0911395

DATE: 01-11-01

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TRADEMARK  
REEL: 002232 FRAME: 0569

**CERTIFICATE OF CORRECTION  
FILED TO CORRECT A CERTAIN ERROR IN  
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
MED IMAGES, INC.**

**Med Images, Inc.** (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY that:

1. The name of the Corporation is **Med Images, Inc.**
2. An Amended and Restated Certificate of Incorporation (the "Certificate") was filed by the Secretary of State of Delaware, and the Certificate requires correction as permitted by Section 103 of the DGCL.
3. The inaccuracy or defect of the Certificate to be corrected is as follows:  
certain typographical errors in the name of the Corporation.
4. Article 1 of the Certificate is corrected to read in its entirety as follows:  
"FIRST: The name of the corporation (the "Corporation") is **Med Images<sup>SM</sup>, Inc.**"

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to be signed by Dennis A. Grahl, its President and Chief Executive Officer, this 11th day of January, 2001.

**Med Images, Inc.**

By:   
Dennis A. Grahl, President  
and Chief Executive Officer

State of Delaware  
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "IMAGE TECHNOLOGIES CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 4:30 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 EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK P.M.



*Harriet Smith Windsor*

Secretary of State

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AUTHENTICATION: 0899698

DATE: 01-05-01

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FROM CORPORATION TRUST DOVER DE

TRADEMARK  
REEL: 002232 FRAME: 0571

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
IMAGE TECHNOLOGIES CORPORATION**

IMAGE TECHNOLOGIES CORPORATION (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Act") hereby certifies as follows:

1. The name of the Corporation is Image Technologies Corporation. The date of incorporation was May 23, 1997.

2. Pursuant to Sections 242 and 245 of the Act, this Amended and Restated Certificate of Incorporation restates, integrates and further amends the Restated Certificate of Incorporation of the Corporation to read as follows:

**FIRST:** The name of the Corporation is Med Images, Inc.

**SECOND:** The Registered Office of the Corporation in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The Registered Agent at that address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**FOURTH:** The total number of shares of all classes of stock which the Corporation has authority to issue is 40,000,000 consisting of (i) 4,000,000 shares of preferred stock, par value \$ .01 per share ("Preferred Stock"), and (ii) 36,000,000 shares of common stock, par value \$ .01 per share ("Common Stock").

The following are the powers, designations, preferences and rights, and the qualifications, limitations or restrictions thereof of each class of stock of the Corporation:

A. **Preferred Stock:** The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative powers, preferences, and rights and qualifications, limitations or restrictions of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limiting the generality of the foregoing, the determination of any or all of the following:

1. the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
2. the voting powers, if any, and whether such voting powers are full or limited, in such series;

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FROM CORPORATION TRUST DOVER DE

- 3. the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- 4. whether dividends, if any, shall be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;
- 5. the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- 6. the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation, and price or prices or the rates of exchange applicable thereto;
- 7. the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation;
- 8. the provisions, if any, of a sinking fund applicable to such series; and
- 9. any other relative, participating, optional or other special powers, preferences, rights, qualifications, limitations or restrictions thereof;

all as may be determined from time to time by the Board of Directors and shall be stated in a resolution or resolutions providing for the issuance of such Preferred Stock (a "Preferred Stock Designation").

H. Common Stock: The holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

**FIFTH:** No director of the corporation will be liable to the Corporation or to the stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability is not permitted by Section 102 of the General Corporation Law of the State of Delaware, as amended from time to time. No amendment to or repeal of this Article will adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such amendment or repeal. No amendment to or repeal of Section 102 of the General Corporation Law of the State of Delaware will adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**SIXTH:** The Corporation shall indemnify, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, all persons whom a corporation may indemnify pursuant to said Section 145 of the General Corporation Law of the State of Delaware ("DGCL").

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**SEVENTH:** The power to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors of the Corporation; provided that this provision will not divest or limit the power of the stockholders to adopt, amend or repeal the Bylaws. Any Bylaw adopted or ratified by the stockholders and imposing upon future stockholder action a voting or quorum requirement in excess of the minimum requirement for action otherwise applicable under the General Corporation Law of the State of Delaware may be amended or repealed only by the affirmative vote of such higher requirement.

**EIGHTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**NINTH:** Section 203 of the DGCL, as it may be amended from time to time, shall not apply to the Corporation.

Chapter 110F of the Massachusetts General Laws, as it may be amended from time to time, shall not apply to the Corporation.

3. The foregoing amendment and restatement of the Corporation's Restated Certificate of Incorporation was duly adopted by the directors and stockholders of the Corporation in accordance with Sections 242 and 243 of the Act.

4. The amendment and restatement effected by the foregoing will be effective upon filing in the office of the Secretary of State of the State of Delaware. Notwithstanding approval by the directors and the stockholders of the Corporation, the Board of Directors reserves the right to abandon the foregoing amendment and restatement at any time prior to filing.

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FROM CORPORATION TRUST DOVER DE



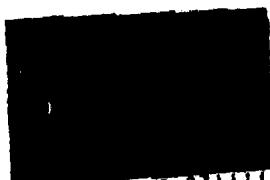
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its President, James C. Torrace, this 28th day of December, 2000.

EFFECTIVE DATE IS DECEMBER 31, 2000 @ 11:59 A.M.

Image Technologies Corporation

By:

James C. Torrace  
President



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(FRI) 1. 5:01 16:44/ST. 16:43/NO. 486377720 P. 5  
(MON) 1. 8:01 14:45/ST. 14:41/NO. 486377732 P. 13

FROM CORPORATION TRUST DOVER DE  
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