

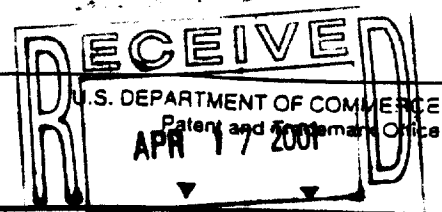
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04-30-2001



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RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Diasonics, Inc.

*MRI*  
*4.17.01*

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

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

2. Name and address of receiving party(ies):  
Name: OEC Medical Systems, Inc.

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

Street Address: 384 Wright Brothers Drive

City: Salt Lake City State: UT ZIP: 84116

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:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: September 24, 1993

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,169,115  
1,335,342

Additional numbers attached?  Yes  No

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

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

04/27/2001 GTDN11 00000417 1169115

|           |          |
|-----------|----------|
| 01 FC:481 | 40.00 DP |
| 02 FC:482 | 25.00 DP |

Street Address: P.O. Box 1219

City: Sandy State: UT ZIP: 84091-1219

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Enclosed  
 (Deficiencies Only)  
 Authorized to be charged to deposit account

8. Deposit account number:  
20-0100 (Deficiencies Only)

(Attach duplicate copy of this page if 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.

Peter M. de Jonge

*[Signature]*

**TRADEMARK**

Name of Person Signing                      Signature                      REEL: 002283 FRAME: 0291

*State of Delaware*  
*Office of the Secretary of State*

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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF MERGER OF "OEC-DIASONICS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, MERGING WITH AND INTO "DIASONICS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, UNDER THE NAME OF "OEC MEDICAL SYSTEMS, INC." AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1993, AT 4:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

\* \* \* \* \*



*William T. Quillen*  
\_\_\_\_\_  
William T. Quillen, Secretary of State

AUTHENTICATION: 4074082

DATE: 09/28/1993

**TRADEMARK**  
**REEL: 002283 FRAME: 0292**

CERTIFICATE OF MERGER  
OF  
OEC-DIASONICS, INC.  
a Nevada Corporation  
(the "Merged Company") into  
DIASONICS, INC.,  
a Delaware Corporation  
(the "Surviving Company")

(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE)

The Surviving Company hereby certifies that:

1. The names and states of incorporation of the constituent corporations are as follows:

OEC-Diasonics, Inc., a Nevada corporation, and  
Diasonics, Inc., a Delaware corporation.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Merged Company, and by the Surviving Company in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is  
Diasonics, Inc.

4. The Certificate of Incorporation of the Surviving Company shall be the Certificate of Incorporation of the surviving corporation except that Article I shall be amended to read: "The name of this corporation is OEC Medical Systems, Inc."

5. The surviving corporation is a corporation of the State of Delaware.

6. The executed Agreement and Plan of Merger is on file in the principal place of business of the Surviving Company at 384 Wright Brothers Drive, Salt Lake City, Utah 84116.

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost to any stockholder of the Merged Company or the Surviving Company.

8. The Merged Company is authorized to issue two classes of stock to be designated, respectively, as "Common Stock" and "Preferred Stock". The total number of shares which

the Merged Company is authorized to issue is Six Hundred Sixty Thousand (660,000) shares. Three Hundred Thousand (300,000) shares are Common Stock, no par value per share, and Three Hundred Sixty Thousand (360,000) shares are Preferred Stock, par value \$100.00 per share.

IN WITNESS WHEREOF, the Surviving Company has caused this certificate to be signed by the President and Chief Executive Officer and attested by Allan W. May, its Secretary, on the 20th day of September, 1993.

DIASOTIS, INC.  
a Delaware Corporation

By: 

Stewart Carrall  
President and  
Chief Executive Officer

ATTEST:

By: 

Allan W. May  
Secretary

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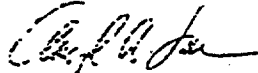
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TRADEMARK  
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STATE OF NEVADA  
Department of  
State

I hereby certify that this is a true  
and complete copy of the document  
referred to in this office.

DATED: SEP 24 1997



CHERYL A. LAU  
Secretary of State

BY [Handwritten Signature]

State of Delaware  
Office of the Secretary of State

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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF "OEC MEDICAL SYSTEMS, INC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1993, AT 4:16 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

\* \* \* \* \*



*William T. Quillen*  
\_\_\_\_\_  
William T. Quillen, Secretary of State

AUTHENTICATION: \*4074066

DATE: 09/28/1993

TRADEMARK  
REEL: 002283 FRAME: 0296

RESTATED CERTIFICATE OF INCORPORATION  
OF OEC MEDICAL SYSTEMS, INC.  
a Delaware Corporation

(Originally incorporated on February 23, 1988 as Diasonics, Inc.)

The undersigned, Stewart Carrell and Allan W. May hereby certify that:

ONE: They are the duly elected and acting President and Assistant Secretary, respectively, of said corporation.

TWO: The Certificate of Incorporation of said corporation shall be amended and restated to read in full as follows:

"ARTICLE I.

The name of this corporation is OEC Medical Systems, Inc.

ARTICLE II.

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV.

A. Classes of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Thirty-Two Million (32,000,000) shares. Thirty Million (30,000,000) shares shall be Common Stock and Two Million (2,000,000) shares shall be Preferred Stock. The stock, whether Preferred Stock or Common Stock, shall have a par value of \$.01 per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized, by filing a certificate pursuant to the applicable

law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof, including but not limited to the fixing or alteration of the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of Preferred Stock; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. 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 resolution originally fixing the number of shares of such series.

#### ARTICLE V.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind from time to time any or all of the bylaws of the corporation; provided, however, that any bylaw amendment adopted by the Board of Directors increasing or reducing the authorized number of directors or amending, repealing, altering or rescinding Article VII, Section 6 of the bylaws of the corporation shall require a resolution adopted by the affirmative vote of not less than sixty-six and two-thirds percent ( $66\frac{2}{3}\%$ ) of the directors. Any bylaw amendment adopted by the stockholders increasing or reducing the authorized number of directors or amending, repealing, altering or rescinding Article VII, Section 6 of the bylaws of the corporation shall require the approval of not less than sixty-six and two-thirds percent ( $66\frac{2}{3}\%$ ) of the total voting power of all outstanding shares of stock of the corporation entitled to vote thereon.

#### ARTICLE VI.

The number of directors of the corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors. Any director or the entire Board of Directors may be removed, with or without cause, only upon the vote of not less than sixty-six and two-thirds percent ( $66\frac{2}{3}\%$ ) of the total voting power of all outstanding shares of stock of the corporation entitled to vote thereon.



## ARTICLE VII.

No action shall be taken by the stockholders except at an annual or special meeting of stockholders. No action shall be taken by stockholders by written consent.

## ARTICLE VIII.

Special meetings of the stockholders of this corporation for any purpose or purposes may be called at any time upon the request in writing of a majority of the Board of Directors or holders of at least thirty-three and one-third percent ( $33\frac{1}{3}\%$ ) of the total voting power of all outstanding shares of stock of the corporation then entitled to vote. Any such request shall state the purpose or purposes of the proposed meeting. As soon as reasonably practicable after receipt of such a request, written notice of such meeting, stating the place, date (which shall be sixty (60) days from the date of the notice) and hour of the meeting, shall be given to each stockholder entitled to vote at such meeting. Special meetings may not be called other than as provided in this ARTICLE EIGHTH.

## ARTICLE IX.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in ARTICLES FIFTH, SIXTH, TENTH and this ARTICLE NINTH may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of not less than sixty-six and two-thirds percent ( $66\frac{2}{3}\%$ ) of the total voting power of all outstanding shares of stock of this corporation entitled to vote thereon, unless such amendment or repeal has been previously approved by the vote of not less than sixty-six and two-thirds percent ( $66\frac{2}{3}\%$ ) of the Board of Directors, in which case those Articles of this Certificate of Incorporation may be so amended or repealed by a vote of not less than a majority of the total voting power of all outstanding shares of stock of the corporation entitled to vote thereon.

## ARTICLE X.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a

knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize, with the approval of a corporation's stockholders, further reductions in the liability of the corporation's directors for breach of fiduciary duty, then a director of the corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this ARTICLE TENTH by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE XI.

Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

#### ARTICLE XII.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation."

\* \* \*

THREE: The foregoing restatement has been approved by the Board of Directors of said corporation.

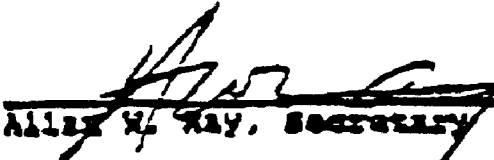
FOUR: The foregoing restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Sections 242 and 245 of the Delaware General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing restatement was 12,282,925 shares of Common Stock. The number of shares voting in favor of the foregoing restatement equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock.

FIVE: The foregoing restatement was adopted in conformity with Section 228 of the Delaware General Corporation Law; written notice was given to the nonconsenting stockholders of the taking of the corporate action without a meeting by less than unanimous written consent.

IN WITNESS WHEREOF, the undersigned have executed this certificate on September 24, 1993.



Stewart Carroll, President



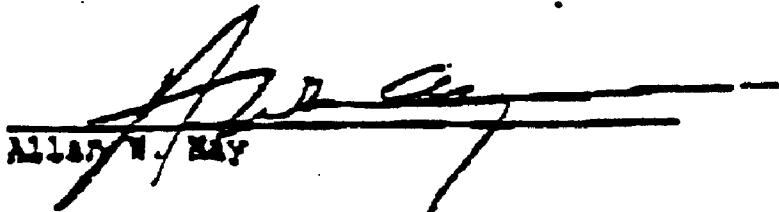
Allan M. Kay, Secretary

The undersigned certify under penalty of perjury that they have read the foregoing stated Certificate of Incorporation and know the contents thereof, and that the statements therein are true.

Executed at Milpitas, California on September 24, 1993.



Stewart Carroll



Allan M. Kay

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5.