

FORM PTO-1594
(Rev. 6-93)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of P
thereof.

101986021

the attached original documents or copy

1. Name of conveying party(ies):
 Omnicell Merger Corporation, a Delaware corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other _____

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

1-29-02

2. Name and address of receiving party(ies):
 Name: OmniCell, Inc., a Delaware corporation
 Internal Address: _____
 Street Address: 1101 East Meadow Drive
 City: Palo Alto State: CA ZIP 94303

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
 (Designation 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: August 6, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,031,744
2,021,871
1,747,748

Additional numbers attached? Yes No

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

Name: COOLEY GODWARD LLP
 Internal Address: Five Palo Alto Square
3000 El Camino Real
Palo Alto, California 94306-2155
 Street Address Five Palo Alto Square
3000 El Camino Real
 City: Palo Alto State: CA ZIP 94306-2155

6. Total number of applications and registrations
 involved: 3

7. Total fee (37 CFR 3.41):.... \$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 03-3118
 (Attach duplicate copy of this page if paying by
 deposit account)

DO NOT USE THIS SPACE

01 FC:481 40.00 00
02 FC:482 50.00 00

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.

Susan D. Berny-Key
Susan D. Berny-Key, Esq.

12/28/01
Date

Total number of pages including cover sheet, attachments, and document: 12

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



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 06 2001



Bill Jones

Secretary of State

1825856

10533122

**CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
OMNICELL TECHNOLOGIES, INC.**

FILED
in the office of the Secretary of State
of the State of California

OCT 20 1999

Bill Jones
BILL JONES, Secretary of State

EARL E. FRY AND ROBERT J. BRIGHAM certify that:

FIRST: The original name of this corporation is **OMNICELL TECHNOLOGIES, Inc.** and the date of filing the original Articles of Incorporation of this corporation with the Secretary of State of the State of California is September 30, 1992.

SECOND: They are the duly elected and acting Vice President and Assistant Secretary, respectively, of **OMNICELL TECHNOLOGIES, Inc.**, a California corporation (the "Corporation").

THIRD: Article I of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

"The name of the corporation is **OMNICELL.COM** (the "Corporation")."

FOURTH: The foregoing amendment to the Corporation's Amended and Restated Articles of Incorporation has been duly approved by the Corporation's Board of Directors.

FIFTH: The foregoing amendment of the Corporation's Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 2,329,295 shares of Class A Common Stock, 480,000 shares of Series A Preferred Stock, 320,666 shares of Series B Preferred Stock, 1,700,000 shares of Series C Preferred Stock, 1,309,484 shares of Series D Preferred Stock, 1,965,262 shares of Series E Preferred Stock and 1,948,090 shares of Series F Preferred Stock, 1,000,000 shares of Series G Preferred Stock authorized with 0 outstanding shares, 3,804,346 shares of Series H Preferred Stock and 1,441,600 shares of Series J Preferred Stock. The number of shares of voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and Preferred Stock, voting together as a single class.

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

Executed at Palo Alto, California, on October 14, 1999.

Earl E. Fry

Earl E. Fry, Vice President

Robert J. Brigham

Robert J. Brigham, Assistant Secretary

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State of Delaware

Office of the Secretary of State

FILED

In the Office of the Secretary of State
of the State of California
PAGE 1

AUG 16 2001 *wb*

Bill Jones
BILL JONES, Secretary of State

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 MERGER, WHICH MERGES:

"OMNICELL.COM", A CALIFORNIA CORPORATION,

WITH AND INTO "OMNICELL MERGER CORPORATION" UNDER THE NAME OF "OMNICELL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3213344 8100M

010396408

AUTHENTICATION: 1292867

DATE: 08-13-01

TRADEMARK

REEL: 002444 FRAME: 0279

CERTIFICATE OF MERGER

OF

OMNICELL.COM
a California corporation

INTO

OMNICELL MERGER CORPORATION
a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Omnicell.com	California
Omnicell Merger Corporation	Delaware

2. An Agreement and Plan of Merger dated as of August 6, 2001 (the "Agreement of Merger") between Omnicell.com and Omnicell Merger Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Omnicell Merger Corporation, a Delaware corporation. Upon the effectiveness of the filing of this Certificate of Merger, Omnicell Merger Corporation will change its name to Omnicell, Inc., and Article I of the Amended and Restated Certificate of Incorporation of Omnicell Merger Corporation shall be amended by changing the name of the corporation to "Omnicell, Inc."

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1101 East Meadow Drive, Palo Alto, CA 94303.

5. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

6. The authorized capital stock of Omnicell.com consists of (a) 40,000,000 shares of Common Stock, no par value per share and (b) 18,500,000 shares of Preferred Stock, no par value per share.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/06/2001
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147668 v1/HN
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IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, Omnicell Merger Corporation, and attested to by its officers thereunto duly authorized.

Dated as of August 6, 2001.

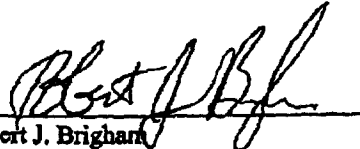
OMNICELL MERGER CORPORATION,
a Delaware corporation

By:


Robert Y. Newell, IV
Chief Financial Officer

ATTEST:

By:


Robert J. Brigham
Secretary

STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

August 1, 2001

EXPIRATION DATE: November 15, 2001

OMNICELL COM
1101 E MEADOW DR
PALO ALTO CA 94303-4235

ISSUED TO : OMNICELL.COM
ENTITY ID : 1825856

This letter certifies that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond, deposit, or other security.

Please note the following:

- * A final tax return, if not already filed, is due two months and 15 days after the close of the month in which dissolution or withdrawal takes place. If the corporation was inactive prior to that date, attach a statement to the tax return giving the date it became inactive.
- * Filed tax returns remain subject to audit until the expiration of the statute of limitations.
- * If the corporation does not file the tax returns, we may issue additional assessments.

We sent a copy of this Tax Clearance Certificate to the Secretary of State. Please retain this letter for your records.

PLEASE NOTE: By the expiration date above, the corporation must file all documents required by the Secretary of State to dissolve, withdraw, or merge. If the corporation does not complete this process, it will remain subject to the filing requirements of the Bank and Corporation Tax Law.

To obtain these documents, please write to:

SECRETARY OF STATE
1500 11th St., 3rd Floor
SACRAMENTO, CA 95814-5701

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August 1, 2001
OMNICELL.COM
ENTITY ID : 1825856
Page 2

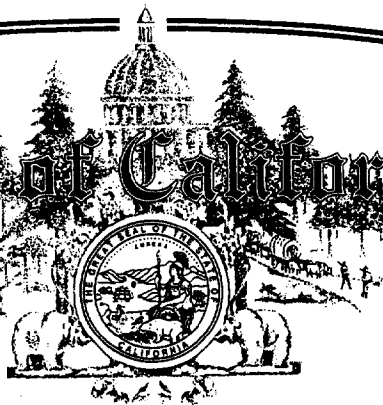
You can also call them at (916) 657-5448 or access their website at
www.ss.ca.gov

Tax Clearance Unit
Taxpayer Services Center
Telephone (800) 852-5711



COPY
TRADEMARK
REEL: 002444 FRAME: 0283

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 06 2001



Bill Jones

Secretary of State

TRADEMARK

AMENDED STATEMENT BY
FOREIGN CORPORATION

FILED
In the Office of the Secretary of State
of the State of California

AUG 16 2001 *GRB*

Bill Jones
BILL JONES, Secretary of State

Omnicell, Inc.

(Name of Corporation)

_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was _____
Omnicell Merger Corporation

Omnicell, Inc.

(Name of Corporation)

Robert J. Brigham

(Signature of Corporate Officer)

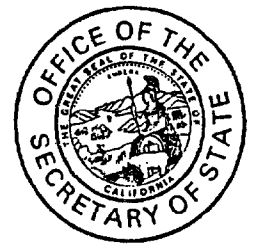
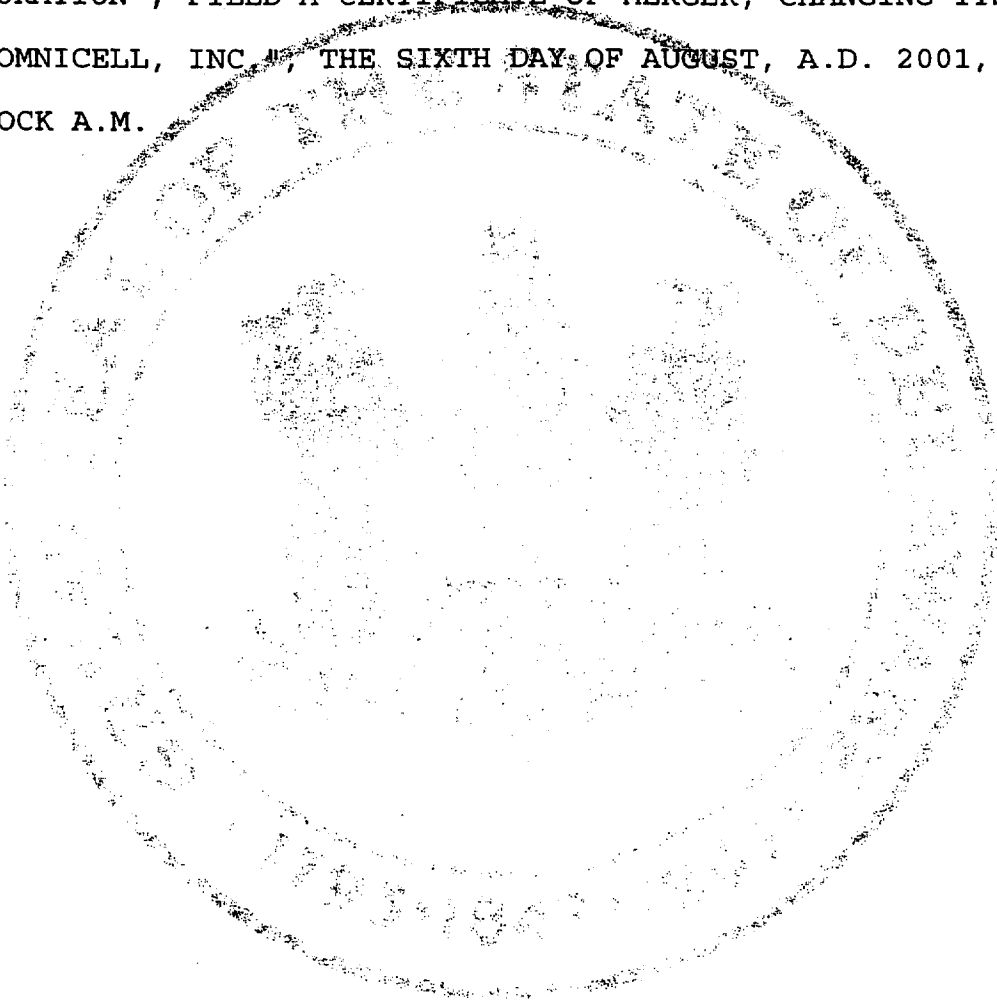
Robert J. Brigham, Secretary

(Typed Name and Title of Officer Signing)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "OMNICELL MERGER CORPORATION", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "OMNICELL, INC.", THE SIXTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1292874

3213344 8320

010396411

DATE: 08-13-01

TRADEMARK
REEL: 002444 FRAME: 0286

**Change of Name from
Omnicell Merger Corporation to Omnicell, Inc.**

Schedule A

Mark	Registration No./ Application No.	Registration Date/ Application Date	Class(es)
OMNICENTER	2,031,744	1/21/97	9
OMNISUPPLIER	2,021,871	12/10/96	9 & 20
SURE-MED	1,747,748	1/19/93	10