

U.S. PATENT AND TRADEMARK OFFICE

03-01-2002

Docket No.: 704W000

APPENDIX B

Form PTO 1595



U.S. Department of Commerce

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101997796

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents on hand thereof.

1. Name of conveying party(ies)

Protocol Systems, Inc.
8500 S.W. Creekside Place
Beaverton, OR 97008-7107

2-12-02

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

Name: Welch Allyn Acquisition Corporation.
Address: 8500 W. Creekside Place
Beaverton, OR 97008-7107

Additional name(s) of conveying parties attached Yes No

Individual Citizenship Corporation State
 Association Other
 General Partnership
 Limited Partnership

Additional name(s) attached? Yes No

Individual Citizenship Corporation State
 Association Other
 General Partnership
 Limited Partnership

Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date

If assignee is not domiciled in the USA, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)

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

If this application is being filed together with a new application the execution date of this application is

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional Numbers attached? Yes No

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

Name: Peter J. Bilinski, Esq.
Address: WALL MARJAMA & BILINSKI, LLP
101 South Salina Street
Suite 400
Syracuse NY 13202
(315)425-9000

6. Total number of application and registrations involved: 13

7. Total fee (37 CFR 3.4) \$340.00

Enclosed
 Authorized to charge any deficiency or credit any over payment to Deposit Account No. 50-0289

8. Charge Deposit account
(Attach duplicate copy of this page if paying by deposit)

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 J. Bilinski
Name of Person Signing

Peter J. Bilinski
Signature

November 20, 2001
Date

Total Number of Pages Comprising Cover Sheet 2

OMB NO 0651-0011(EXP. 4/94)

DO NOT DETACH THIS PORTION

Mail documents to be recorded with required cover sheet information to:

03/01/2002 MUELLER 00000051 1546272

01 FC:481
02 FC:482

40.00 DP
300.00 DP

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENTS
WASHINGTON D.C. 20231

Your mail room stamp hereon will acknowledge receipt of Cover Sheet and
Change of Name from Welch Alllyn Acquisition Corporation to Welch
Alllyn Protocol, Inc. and our check in the amount of \$340.00 for:

(704W000 - November 20, 2001) PJB/lgh
Welch Alllyn Protocol, Inc.

Trademarks: Protocol, Protocol, Propaq, Ultraportables, Accuity, P
Stylized, The Flexible Monitoring Company, Encore, Smartcut, Propaq,
Encore, Protocol Proforma, Quiksigns

Reg. Nos. 1,546,272; 1,523,389; 1,735,653; 1,761,997; 1,883,445;
1,984,471; 2,042,391; 2,234,698; 2,111,071; 2,196,623; and 2,224,810

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the

Articles of

Merger

filed on

August 25, 2000

for

WELCH ALLYN ACQUISITION CORPORATION

merging with and into

PROTOCOL SYSTEMS, INC.

changing its name to

WELCH ALLYN ACQUISITION CORPORATION

is a true copy of the original document

that has been filed with this office.

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

BILL BRADBURY, Secretary of State



By

Debra L. Virag

Debra L. Virag

October 17, 2001

009569-87

ARTICLES OF MERGER
OF
WELCH ALLYN ACQUISITION CORPORATION
WITH AND INTO
PROTOCOL SYSTEMS, INC. (009569-87)

754458-83

FILED

AUG 25 2000

SECRETARY OF STATE

Pursuant to Sections 60.491 and 60.494 of the Business Corporation Act of the State of Oregon, Protocol Systems, Inc., an Oregon corporation ("Protocol"), the surviving corporation of the merger of Welch Allyn Acquisition Corporation, an Oregon corporation ("Parent"), with and into Protocol (the "Merger"), files these articles of merger with the office of the Secretary of State of the State of Oregon.

1. The Plan of Merger. The Plan of Merger between Parent and Protocol is set forth as Exhibit A and is incorporated by reference.

2. Shareholder Approval. The Merger was approved by the Board of Directors of Parent. Because Parent owns more than ninety percent of the outstanding common stock of Protocol (the only class of shares of Protocol stock outstanding), approval of the Merger by the shareholders of either Protocol or Parent was not required.

3. Effective Date. These Articles of Merger are effective upon filing with the Secretary of State of the State of Oregon.

Dated: August 25, 2000.

PROTOCOL SYSTEMS, INC.,
an Oregon corporation

By: Robert F. Adrion
Name: Robert F. Adrion
Title: President and Chief Executive Officer

WELCH ALLYN ACQUISITION
CORPORATION,
an Oregon corporation

By: M. Jack Rudnick
Name: M. Jack Rudnick
Title: Vice President

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EXHIBIT A

**PLAN OF MERGER
OF WELCH ALLYN ACQUISITION CORPORATION
WITH AND INTO PROTOCOL SYSTEMS, INC.**

1. **Parties.** The names of the corporations proposing to merge are Welch Allyn Acquisition Corporation, an Oregon corporation ("Parent"), and Protocol Systems, Inc., an Oregon corporation ("Protocol").

2. **The Merger.** The Merger shall become effective when the Articles of Merger, to which this Plan of Merger is an exhibit, are filed with the Secretary of State of the State of Oregon (the "Effective Time"). At the Effective Time, in accordance with the provisions of this Plan of Merger and the applicable provisions of the Oregon Business Corporation Act, Parent shall be merged with and into Protocol (the "Merger"), and Protocol shall continue as the surviving corporation (the "Surviving Corporation"). Thereupon the separate corporate existence of Parent shall cease, and the Surviving Corporation shall continue in existence under the laws of the State of Oregon.

3. **Terms of the Merger.** At the Effective Time, by virtue of the Merger and without any action on the part of the holders of the common stock of Parent and Protocol, the common stock of Parent and Protocol shall be converted or canceled, as the case may be, in the following manner:

(a) Each issued and outstanding share of the common stock of Protocol shall be canceled and extinguished and be converted into the right to receive \$16.00 in cash from the Surviving Corporation, except for shares owned by Welch Allyn, Inc., a New York corporation and the sole shareholder of Parent, or Parent (collectively, "Welch Allyn") or any direct or indirect wholly-owned subsidiary of Welch Allyn (collectively, the "Welch Allyn Shares"). At the Effective Time, the Welch Allyn Shares will be canceled and extinguished, and no payment or other consideration shall be made or paid with respect thereto.

(b) Each share of the common stock of Parent ("Parent Common Stock") issued and outstanding immediately prior to the Effective Time shall be converted into and represent the right to receive one (1) share of the common stock of the Surviving Corporation. Each certificate evidencing ownership of shares of Parent common stock shall evidence ownership of such shares of common stock of the Surviving Corporation.

4. **Articles of Incorporation.** At the Effective Time, the Amended and Restated Articles of Incorporation of the Surviving Corporation shall be amended so

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that the articles are identical to the Articles of Incorporation of Parent in effect immediately prior to the Effective Time. Thus, the name of the Surviving Corporation shall be Welch Allyn Acquisition Corporation.

5. **Bylaws.** At the Effective Time, the Amended and Restated Bylaws of the Surviving Corporation shall be amended to be identical to the Bylaws of Parent in effect immediately prior to the Effective Time.

6. **Directors and Officers.** At and after the Effective Time, the directors of Parent immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of Parent immediately prior to the Effective Time shall be the officers of the Surviving Corporation, in each case until their successors are duly elected or appointed and qualified.

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