

U.S.

06-10-2002

APPENDIX B



Docket No.: 704W000

Resubmit

Form PTO 1595

102116050
TRADEMARKS ONLY

U.S. Department of Commerce

(EET)

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

1. Name of conveying party(ies)

Welch Allyn Acquisition Corporation
8500 S.W. Creekside Place
Beaverton, OR 97008-7107

6-4-02

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

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

FINANCIAL RECORDS
OFFICE OF PATENTS AND TRADEMARKS

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 August 26, 2000

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 Bilinski

Signature

May 14, 2002

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:

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

TRADEMARK
REEL: 002521 FRAME: 0660

Trademark Registrations

Trademark	Reg. No.	Reg. Date	Our File No.
PROTOCOL	1,546,272	7/4/89	704T010
PROPAQ	1,523,389	2/7/89	704T012
ULTRAPORTABLES	1,735,653	11/24/92	704T015
ACCUITY	1,761,997	3/30/93	704T016
P STYLIZED	1,883,445	3/14/95	704T017 US
THE FLEXIBLE MONITORING COMPANY	1,984,471	7/2/96	704T018
ENCORE	2,042,391	3/4/97	704T021
SMARTCUF	2,234,698	3/23/99	704T022
PROPAQ ENCORE	2,111,071	11/4/97	704T036
PROTOCOL PROFORMA	2,196,623	10/13/98	704T037
QUIKSIGNS	2,224,810	2/16/99	704T038

Trademark Applications

Trademark	Serial No.	Filing Date	Our File No.
FLEXNET	75/934,706	3/3/00	704T026
MICROPAQ	76/052,390	5/18/00	704T027

APPENDIX B

Docket No.: 704W000

Form PTO 1595

U.S. Department of Commerce

ET

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

1. Name of conveying party(ies) **2-12-02**
 Welch Allyn Acquisition Corporation
 8500 S.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 _____

2. Name and address of receiving party(ies):
 Name: Welch Allyn Protocol Inc.
 Address: 8500 W. Creekside Place
 Beaverton, OR 97008-7107

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) **1546272**
 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. 50-4 289

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 *Peter J. Bilinski* November 20, 2001
 Name of Person Signing Signature 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 LHMELLER 00000050 1546272
 01 FC:481 40.00 OP
 02 FC:482 300.00 OP

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

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
Amendment**

filed on

August 29, 2000

for

WELCH ALLYN ACQUISITION CORPORATION

changing the name to

WELCH ALLYN PROTOCOL, INC.

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

FILED

AUG 29 2000

450
\$ 0.00

CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF WELCH ALLYN ACQUISITION CORPORATION

OREGON
SECRETARY OF STATE

1. The name of the corporation is Welch Allyn Acquisition Corporation.
2. The attached Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval.
3. The Amended and Restated Articles of Incorporation were adopted by the corporation's shareholders on August 26, 2000.
4. A total of 100 shares of the corporation's Common Stock were outstanding on August 26, 2000.
5. The numbers of shares of Common Stock voted for and against the adoption of the Amended and Restated Articles of Incorporation were as follows:

<u>FOR</u>	<u>AGAINST</u>
100	0

Dated: August 26, 2000.

WELCH ALLYN ACQUISITION
CORPORATION

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

Portland-4268464 1 0010367-00001

CA
8/29

9 06 377 0000 0000

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

009569-87

FILED
AUG 29 2000
OREGON
SECRETARY OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

WELCH ALLYN ACQUISITION CORPORATION

Pursuant to ORS 60.451, Welch Allyn Acquisition Corporation, an Oregon corporation (the "Corporation"), which was formerly known as Protocol Systems, Inc. and which is the surviving corporation in the merger of Welch Allyn Acquisition Corporation with and into Protocol Systems, Inc., adopts the following Amended and Restated Articles of Incorporation, which shall supersede its existing Articles of Incorporation:

ARTICLE I

The name of the Corporation is Welch Allyn Protocol, Inc..

ARTICLE II

The Corporation is authorized to issue 1,000,000 shares of Common Stock.

ARTICLE III

To the fullest extent permitted by law, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Oregon Business Corporation Act. No amendment to the Oregon Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or

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omission which occurs prior to the effective date of the amendment. No amendment or repeal of this Article III, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article III, nor a change in the law, shall adversely affect any right or protection of a director, which right or protection is based upon this Article III and arises from conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections applicable immediately after this provision becomes effective unless the change in the law shall specifically require such reduction or elimination. If the Oregon Business Corporation Act or its successor is amended, after this Article III becomes effective, to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of directors of this Corporation shall be eliminated or limited to the fullest extent permitted by the Oregon Business Corporation Act, as so amended.

ARTICLE IV

A. The Corporation shall indemnify to the fullest extent not prohibited by law any person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually or reasonably incurred by the person in connection with such Proceeding.

B. Expenses incurred by a director or officer of the Corporation in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such person, if the person:

1. Furnishes the Corporation a written affirmation of the person's good faith belief that such person has met the standard of conduct described in the Oregon Business

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VOID WITHOUT WATERMARK OR IF ALTERED TRADEMARK

Corporation Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such person; and

2. Furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such person is not entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to such person.

Such advances shall be made without regard to the person's ability to repay such advances and without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

C. The term "Proceeding" shall include any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which a person may be or may have been involved as a party or otherwise by reason of the fact that the person is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

D. The indemnification and entitlement to advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Corporation's articles of incorporation or any statute, agreement, general or

VOID IF ALTERED OR REPHRASED

009569-87

specific action of the board of directors, vote of stockholders, or otherwise, shall continue as to a person who has ceased to be a director or officer, shall inure to the benefit of the heirs, executors and administrators of such person, and shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article.

E. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

No amendment or repeal of this Article IV, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article IV, nor a change in the law, shall adversely affect any right or protection of a director, which right or protection is based upon this Article IV and arises from conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections applicable immediately after this provision becomes effective unless the change in the law shall specifically require such reduction or elimination.

WELCH ALLYN ACQUISITION CORPORATION

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

VOID IF ALTERED OR ERASED

VOID IF ERASED OR ALTERED