

06-27-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC TI

S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Ansys Technologies, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Varian, Inc.

Internal Address:

Street Address: 3120 Hansen Way, D-102

City: Palo Alto State: CA Zip: 94304

- 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: 6/11/02

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

A. Trademark Application No.(s) 76/099,064 (CAPTIVA)

B. Trademark Registration No.(s) 2,140,368 (ANSYS)

Additional number(s) attached Yes No

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

Name: Varian, Inc.

Internal Address:

Street Address: 3120 Hansen Way, D-102

City: Palo Alto State: CA Zip: 94304

6. Total number of applications and registrations involved:

34

7. Total fee (37 CFR 3.41) \$ 1360

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-0895

DO NOT USE THIS SPACE

9. Signature.

Bella Fishman

Name of Person Signing

Bella Fishman

Signature

June 12, 2002

Date

28

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

All documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/27/2002 LNUJELLER 00000042 500895 76099064

01 FC:481 40.00 CH 02 FC:482 825.00 CH

TRADEMARK REEL: 002531 FRAME: 0578

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

CONTINUATION OF ITEM 4

<u>US Trademark Application Nos.</u>		<u>US Trademark Registration Nos..</u>	
76/252,544	GENEHOME	2,362,307	DISC GRAPHIC
76/137,717	HYDROPEP	2,219,510	DRUGSTAT
76/137,711	METACHEM	1,841,212	MULTI-MODAL
76/143,194	METAFLASH	1,796,726	ON-SITE
76/137,713	METAGUARD	1,784,723	ON-SITE ALCOHOL
76/137,714	METAPORE	1,156,166	PHOTO-GRAMS
76/137,716	METASIL	1,689,518	SPEC
76/137,718	METATHERM	1,459,769	TOXI-CONTROL
76/137,715	MONOCHROM	960,697	TOXI-DISCS
76/360,011	OMIX	961,204	TOXI-GRAMS
76/304,887	ON-SITE ORALAB	1,157,059	TOXI-LAB
76/329,541	ON-SITE RAPIDSTRIP	1,456,250	TOXI-PACK
76/305,103	ORALAB	2,039,951	TOXI-PREP
76/137,712	POLARIS	1,457,239	TOXI-RACK
76/360,012	PURSUIT	2,373,082	TOXI-SCREEN
		1,209,682	TOXI-TIPS
		1,140,688	TOXI-TUBES

EXHIBIT B - ATTACHMENT 2

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"ANSYS DIAGNOSTICS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "ANSYS DIAGNOSTICS, INC." UNDER THE NAME OF
"ANSYS DIAGNOSTICS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIFTH DAY OF MAY, A.D. 1999, AT 9:01
O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3008296 8100M

991207111

AUTHENTICATION:

9765310

DATE:

05-25-99

TRADEMARK
REEL: 002531 FRAME: 0580

CERTIFICATE OF MERGER
OF
ANSYS DIAGNOSTICS, INC.
a California corporation
into
ANSYS DIAGNOSTICS, INC.,
a Delaware corporation

The undersigned corporation, Ansys Diagnostics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Merger is executed pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") to effect the merger of Ansys Diagnostics, Inc., a California corporation, with and into Ansys Diagnostics, Inc., a Delaware corporation.

2. The names and states of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Ansys Diagnostics, Inc.	Delaware
Ansys Diagnostics, Inc.	California

3. An Agreement and Plan of Merger, dated May 22, 1999, by and between Ansys Diagnostics, Inc. and Ansys Diagnostics, Inc. (the "Agreement of Merger"), as amended, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the DGCL.

4. The name of the surviving corporation is Ansys Diagnostics, Inc., a Delaware corporation.

5. The Certificate of Incorporation of Ansys Diagnostics, Inc., as now in force and effect, shall be the Certificate of Incorporation of the surviving corporation until amended in accordance with the provisions of the DGCL. A Delaware Corporation.

6. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation at 25200 Commercentre Drive, Lake Forest, California 92630.

7. A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any shareholder of Ansys Diagnostics, Inc., a California corporation or stockholder of Ansys Diagnostics, Inc., a Delaware corporation.

OCOLAR\MS1017831E.0127M011.DOC

8. The authorized capital stock of Ansys Diagnostics, Inc. consists of 35,000,000 shares, 30,000,000 of which are designated "Common Stock," \$ 0001 par value per share, and 5,000,000 of which are designated, "Preferred Stock," \$ 0001 par value per share. As of the date hereof, 1,917,144 shares of Common Stock are issued and outstanding. As of the date hereof, 21,600 shares of Preferred Stock are issued and outstanding, of which 4,800 shares are Series A Redeemable Preferred Stock and 16,800 shares are Series B Convertible Preferred Stock. A California Corporation.

[Signature Page to Follow]

ORIGINATOR: 10/18/82 (10/18/82) DUC

EXHIBIT B - ATTACHMENT 3

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

A497867
ENDORSED-FILED
In the office of the Secretary of State
of the State of California

SEP 26 1997

BILL JONES, Secretary of State

The undersigned certifies that:

1. He is the President and Secretary of Ansys, Inc.,
a California corporation.

2. Article I of the Articles of Incorporation of
this corporation is amended to read as follows:

"I

The name of this corporation
is Ansys Diagnostics, Inc."

3. The foregoing amendment of Articles of
Incorporation has been duly approved by the Board of
Directors.

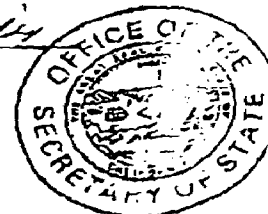
4. The foregoing amendment of Articles of
Incorporation has been duly approved by the required vote
of shareholders in accordance with Section 902 of the
California Corporations Code. The total number of
outstanding shares of each class entitled to vote on the
foregoing amendment was 1,567,320 shares of common stock
and 14,000 shares of Series B Convertible Preferred Stock
(each such share having 137.6 votes). The total number of
shares of each class voting in favor of the amendment
equaled or exceeded the vote required, such required vote
being a majority of the votes per share of such outstanding
shares.

I 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 my own
knowledge.

DATE Sept. 12, 1997

Stephen K. Schultheis
Stephen K. Schultheis
President

Stephen K. Schultheis
Stephen K. Schultheis
Secretary



CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

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

MAY 5 1993

MARCH LONG, ED. Secretary of State

C. Michael O'Donnell, Ph.D. and Michael A. Beeuwsaert
certify that:

1. They are the president and the secretary,
respectively, of Toxi-Lab, Inc., a California Corporation.
2. Article I of the articles of incorporation of this
corporation is amended to read as follows:

"I

The name of this corporation is
Ansys, Inc."

3. The foregoing amendment of articles of
incorporation has been duly approved by the board of directors.

4. The foregoing amendment has been duly approved by
the required vote of shareholders in accordance with Section 902
of the California General Corporation Law. The total number of
outstanding shares of each class entitled to vote on the
foregoing amendment was 1,922,840 shares of common stock and
14,000 shares of Series B Convertible Preferred Stock (each such
share having 137.26 votes). The total number of shares of each
class voting in favor of the amendment equaled or exceeded the
vote required, such required vote being a majority of the votes
per share of such outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed this
Certificate on April 21, 1993.

C. Michael O'Donnell, Ph.D.
C. Michael O'Donnell, Ph.D.,
President

Michael A. Beeuwsaert
Michael A. Beeuwsaert,
Secretary

The undersigned, C. Michael O'Donnell, Ph.D., and Michael A. Beeuwsaert, the President and Secretary, respectively, of Toxi-Lab, Inc., declare under penalty of perjury under the laws of the State of California that the matters set out in the foregoing Certificate of Amendment are true and correct of their own knowledge.

DATE: April 21, 1993.

C. Michael O'Donnell Ph.D.
C. Michael O'Donnell, Ph.D.
Michael A. Beeuwsaert
Michael A. Beeuwsaert

1626680

ARTICLES OF INCORPORATION

OF

TOXI-LAB, INC.

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

NOV 7 1988

I

MARCH FONG EU, Secretary of State

The name of this corporation is Toxi-Lab, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

C. Michael O'Donnell, Ph.D.
2 Goodyear
Irvine, California 92718

IV

The corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock" respectively. The number of shares of Common Stock authorized to be issued is 689,655 and each such share shall have a par value of \$.01 and the number of shares of Preferred Stock authorized to be issued is 16,080 and each such share shall have a par value of \$.01. The shares of Preferred Stock may be divided into such number of series as

the Board of Directors may determine. The Board of Directors of the corporation is authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and to fix the number of shares of any series of Preferred Stock, and to determine the designation of any series of Preferred Stock.

V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

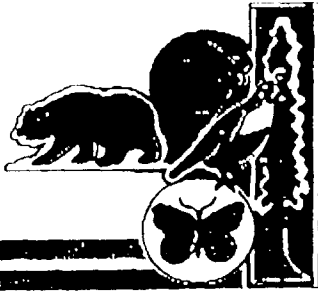
VI

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

DATED: November 1, 1988



David G. Hinnant



State
of
California
OFFICE OF THE SECRETARY OF STATE

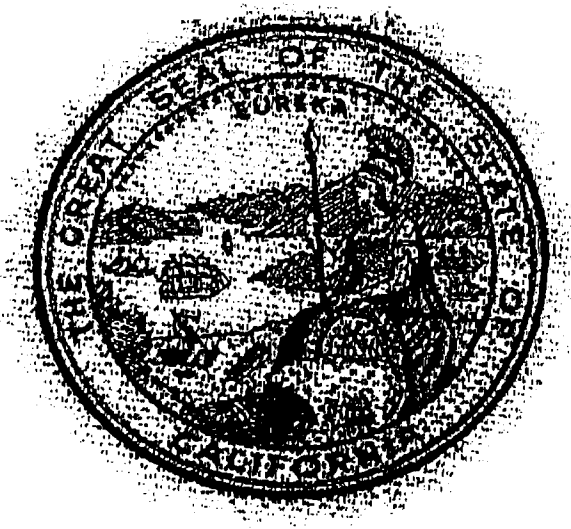
CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

AUG 22 1990



March Fong Eu

Secretary of State

AMENDMENT NO. 1 TO THE
 RESTATED
 ARTICLES OF INCORPORATION
 OF
 TOXI-LAB, INC.,
 a California corporation

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

AUG 21 1990

MARCH FONG EU, Secretary of State

The undersigned, C. Michael O'Donnell and Michael Beeuwsaert hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Toxi-Lab, Inc., a California corporation (the "Corporation").

2. Article III of the Corporation's Restated Articles of Incorporation shall be amended to read as follows:

"The Corporation is authorized to issued two classes of shares designated "common stock" and preferred stock", respectively. The number of shares of common stock authorized to be issued is 7,662,830 and each such share shall have a par value of \$.01 and the number of shares of preferred stock authorized to be issued is 18,000 and each such share shall have a par value of \$.01. This amendment shall have the effect of dividing, prorata, each outstanding share of common stock into ten (10) shares of common stock."

3. The last sentence of Subparagraph (g)(1) of Article IV of the Corporation's Restated Articles of Incorporation shall be amended to read as follows:

"On such matters set forth below, upon which the holders of shares of Series A Redeemable Preferred Stock are entitled to vote, each such holder shall have ten (10) votes per share."

4. Subparagraph (h)(1) of Article IV of the Corporation's Restated Articles of Incorporation shall be amended to read as follows:

"On all such matters upon which holders of shares of Series B Convertible Preferred Stock shall be entitled to vote, each such holder shall have 137.26 votes per share."

5. The foregoing amendment has been approved by the Board of Directors of the Corporation.

6. The foregoing amendment has been approved by the required vote of the shareholders of the Corporation in accordance with Section 902 of the California general Corporation Law. The total number of outstanding shares of each class

entitled to vote on the foregoing amendment was 220,690 shares of common stock, 4,000 shares of Series A Redeemable Preferred Stock and 14,000 shares of Series B Convertible Preferred Stock (each such share having 13.726 votes). The number of shares of each class voting in favor of the foregoing amendment equaled or exceeded the required vote, such required vote being a majority of the votes per share of such outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed this Amendment on August 13, 1990.

C. Michael O'Donnell
C. Michael O'Donnell, President

Michael A. Beeuwsaert
Michael Beeuwsaert, Secretary

The undersigned, C. Michael O'Donnell and Michael Beeuwsaert, the President and Secretary, respectively, of Toxi-Lab, Inc., each declares under penalty of perjury that the matters set out in the foregoing Amendment are true of their own knowledge.

Executed at Irvine, California on August 13, 1990.

C. Michael O'Donnell
C. Michael O'Donnell, President

Michael A. Beeuwsaert
Michael Beeuwsaert, Secretary

EXHIBIT C

ATTACHED

The First 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 OWNERSHIP, WHICH MERGES:

"ANSYS TECHNOLOGIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "VARIAN, INC." UNDER THE NAME OF "VARIAN,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-EIGHTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY
OF MARCH, A.D. 2002.



2990317 8100M

020236228

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1719738

DATE: 04-12-02

TRADEMARK
REEL: 002531 FRAME: 0593

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ANSYS Technologies, Inc.
(a Delaware corporation)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/28/2002
020203519 - 2990317

INTO

VARIAN, INC.
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

Varian, Inc., a corporation incorporated on January 7, 1999 pursuant to the provisions of the General Corporation Law of the State of Delaware (the "corporation"), does hereby certify that the corporation owns all of the outstanding shares of each class of the capital stock of ANSYS Technologies, Inc., a corporation incorporated under the laws of the State of Delaware (the "Subsidiary"), and that the corporation, by resolutions of its board of directors duly adopted by unanimous written consent on March 7, 2002, determined to merge into itself the Subsidiary effective March 29, 2002, which resolutions are in the following words to wit:

"WHEREAS, the corporation lawfully owns all the outstanding shares of each class of capital stock of ANSYS Technologies, Inc., a Delaware corporation (the "Delaware Subsidiary"); and

WHEREAS, the corporation desires to merge into itself the Delaware Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of the Delaware Subsidiary;

NOW, THEREFORE, BE IT RESOLVED, that, effective March 29, 2002, the corporation shall merge into itself the Delaware Subsidiary and assume all of the liabilities and obligations of the Delaware Subsidiary;

RESOLVED FURTHER, that at such time, the separate corporate existence of the Delaware Subsidiary shall cease, the corporation shall continue as the surviving corporation in the merger and each outstanding share of common stock, par value \$0.0001 per share, of the Delaware Subsidiary shall be canceled without consideration;

RESOLVED FURTHER, that the President, any Vice President, the Secretary or the Treasurer of the corporation (the "Authorized Officers") be, and they hereby are, jointly and severally, authorized and directed, in the name and on behalf of the corporation, to make and execute a certificate of ownership and merger setting forth a

copy of the resolutions to so merge the Delaware Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware; and

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, jointly and severally, authorized and directed, in the name and on behalf of the corporation, to carry out and fully perform the terms and provisions of each document delivered pursuant to the foregoing resolutions, and to execute, deliver and, where called for by the particular document, affix the seal of the corporation to, all such consents, agreements, certificates, instruments and other documents, to make all such payments, and to do and perform all such other acts and things as such Authorized Officers may deem necessary, appropriate or convenient, as conclusively evidenced by such action by such Authorized Officers in order to carry into effect the foregoing resolutions, all such action heretofore taken being hereby ratified, confirmed and approved."

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by its duly authorized officer on this 28th day of March, 2002.

VARIAN, INC.

By: 

Name: A. W. Homan

Title: Vice President, General Counsel
and Secretary

CONVEYANCE

ANSYS Technologies, Inc., (formerly Ansys Diagnostics, Inc., a Delaware corporation, prior to which was Ansys Diagnostics, Inc. a California corporation, prior to which was Ansys, Inc., a California corporation, and which was originally Toxi-Lab, Inc., a California corporation, as evidenced by **EXHIBIT B**, attachments 1-5) a Delaware corporation, having its principal office in Lake Forest, California, (hereinafter referred to as "ANSYS"), hereby conveys to VARIAN, Inc., a corporation of the State of Delaware, having its principal office in Palo Alto, California, (hereinafter referred to as "VARIAN"), all of ANSYS's entire right, title and interest in and to all of ANSYS's trademarks, trade names, logos and service marks, including the United States Registered Trademarks and United States Trademark Applications identified in the following:

EXHIBIT A, attached hereto.

This CONVEYANCE relates to the merger of ANSYS into VARIAN, effective as of March 29, 2002, as evidenced by the attached **EXHIBIT C**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal on the date below indicated.

Date JUNE 11, 2002


Arthur W. Homan
Secretary, ANSYS Technologies, Inc.

EXHIBIT A

REGISTERED TRADEMARKS

- | | | |
|-----|--------------------------------|-----------------|
| (1) | U.S. Registered Trademark No.: | 2,140,368 |
| | Mark: | ANSYS |
| (2) | U.S. Registered Trademark No.: | 2,362,307 |
| | Mark: | DISC GRAPHIC |
| (3) | U.S. Registered Trademark No.: | 2,219,510 |
| | Mark: | DRUGSTAT |
| (4) | U.S. Registered Trademark No.: | 1,841,212 |
| | Mark: | MULTI-MODAL |
| (5) | U.S. Registered Trademark No.: | 1,796,726 |
| | Mark: | ON-SITE |
| (6) | U.S. Registered Trademark No.: | 1,784,723 |
| | Mark: | ON-SITE ALCOHOL |
| (7) | U.S. Registered Trademark No.: | 1,156,166 |
| | Mark: | PHOTO-GRAMS |
| (8) | U.S. Registered Trademark No.: | 1,689,518 |
| | Mark: | SPEC |

EXHIBIT A (continued)

- (9) U.S. Registered Trademark No.: 1,459,769
Mark: TOXI-CONTROL
- (10) U.S. Registered Trademark No.: 960,697
Mark: TOXI-DISCS
- (11) U.S. Registered Trademark No.: 961,204
Mark: TOXI-GRAMS
- (12) U.S. Registered Trademark No.: 1,157,059
Mark: TOXI-LAB
- (13) U.S. Registered Trademark No.: 1,456,250
Mark: TOXI-PACK
- (14) U.S. Registered Trademark No.: 2,039,951
Mark: TOXI-PREP
- (15) U.S. Registered Trademark No.: 1,457,239
Mark: TOXI-RACK
- (16) U.S. Registered Trademark No.: 2,373,082
Mark: TOXI-SCREEN

EXHIBIT A (continued)

(17) U.S. Registered Trademark No.: 1,209,682
 Mark: TOXI-TIPS

(18) U.S. Registered Trademark No.: 1,140,688
 Mark: TOXI-TUBES

TRADEMARK APPLICATIONS

(19) U.S. Trademark Application No.: 76/099,064
 Mark: CAPTIVA

(20) U.S. Trademark Application No.: 76/252,544
 Mark: GENEHOME

(21) U.S. Trademark Application No.: 76/137,717
 Mark: HYDROPEP

(22) U.S. Trademark Application No.: 76/137,711
 Mark: METACHEM

(23) U.S. Trademark Application No.: 76/143,194
 Mark: METAFASH

EXHIBIT A (continued)

- (24) U.S. Trademark Application No.: 76/137,713
Mark: METAGUARD
- (25) U.S. Trademark Application No.: 76/137,714
Mark: METAPORE
- (26) U.S. Trademark Application No.: 76/137,716
Mark: METASIL
- (27) U.S. Trademark Application No.: 76/137,718
Mark: METATHERM
- (28) U.S. Trademark Application No.: 76/137,715
Mark: MONOCHROM
- (29) U.S. Trademark Application No.: 76/360,011
Mark: OMIX
- (30) U.S. Trademark Application No.: 76/304,887
Mark: ON-SITE ORALAB
- (31) U.S. Trademark Application No.: 76/329,541
Mark: ON-SITE RAPIDSTRIP

EXHIBIT A (continued)

- (32) U.S. Trademark Application No.: 76/305,103
Mark: ORALAB
- (33) U.S. Trademark Application No.: 76/137,712
Mark: POLARIS
- (34) U.S. Trademark Application No.: 76/360,012
Mark: PURSUIT

EXHIBIT B

ATTACHED

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ANSYS DIAGNOSTICS, INC.", CHANGING ITS NAME FROM "ANSYS DIAGNOSTICS, INC." TO "ANSYS TECHNOLOGIES, INC.". FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 4:35 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0713059

DATE: 10-03-00

3008296 8100

001492157

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Ansys Diagnostics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That by unanimous written consent in lieu of a meeting, the Board of Directors of Ansys Diagnostics, Inc., adopted resolutions setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for the consent of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation is amended by changing the Article thereof number "I" so that, as amended, said Article shall be and read as follows:

I. The name of this corporation (hereinafter the "Corporation") is Ansys Technologies, Inc.


SECOND: That thereafter, the stockholders of said corporation consented to the adoption of the Amendment of the Amended and Restated Certificate of Incorporation of Ansys Diagnostics, Inc. by written consent in lieu of a meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware, such action being taken by holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize such action at a meeting at which all shares entitled to vote thereon were present and voted as required by statute.

THIRD: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said Amendment.

IN WITNESS WHEREOF, said Ansys Diagnostics, Inc. has caused
this Certificate to be signed by Stephen K. Schulteis, an
Authorized Officer, this 26th day of September, 2000.

By:



Title: President

Name: Stephen K. Schulteis

g:\ansys\misc\CertAmendName

•• TOTAL 0000 01 11