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08-02-2002

BT

To the Honorable Commissioner of Patents



of original documents or copy thereof.

102176434

1. Name of conveying party(ies):

Novamatrix Medical Systems Inc.

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

7.31.02

Additional name(s) of conveying party(ies) attached?

Yes No

Name of receiving party(ies):

Name: Respironics Novamatrix, Inc.

Address: 1501 Ardmore Blvd.

City: Pittsburgh

State: Pennsylvania

ZIP: 15221

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Dates: April 12, 2002

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

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

A. Trademark Application No.(s): 75/613,500; 76/118,859; 76/283,890; 76/283,894; 76/281,015; 76/283,854; 76/309,667; 76/333,747; 76/309,669; 76/321,200; 78/107,013

B. Trademark Registration No.(s): 2,124,338; 2,188,538; 2,373,236; 2,441,414; 1,599,416; 1,854,555; 1,855,656; 1,857,602; 1,174,032; 1,174,995; 1,243,494; 2,496,515; 2,540,165; 2,517,264; 2,519,995; 2,540,164; 2,519,996; 2,585,236; 2,561,839; 2,561,838; 2,573,604; 2,502,497

Additional numbers attached? Yes No

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

Name: Bretton L. Crockett
TraskBritt
P.O. Box 2550
Salt Lake City, UT 84110-2550

6. Total number of applications and registrations involved: 33

08/01/2002 GTON11 00000211 75613500
01 FC:481 40.00 OP
02 FC:482 800.00 OP

7. Total fee (37 C.F.R. § 3.41) \$ 840.00

- Enclosed
- Authorized to be charged to deposit account (duplicate copy attached)

8. The Commissioner is hereby authorized to charge any deficiency in the required fee or credit any overpayment to deposit account number 20-1469.

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct.

Bretton L. Crockett

Name of Person Signing

Attorney Docket No. 2181-011

Signature

July 25, 2002

Date

Total number of pages including cover sheet, attachments and document: 7

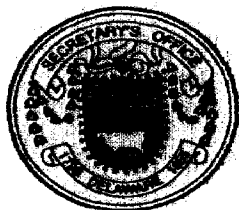
Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"RESPIRONICS HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NOVAMETRIX MEDICAL SYSTEMS INC." UNDER THE
NAME OF "RESPIRONICS NOVAMETRIX, INC.", A CORPORATION ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF APRIL, A.D.
2002, AT 2:20 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0850901 8100M

020455185

AUTHENTICATION: 1890463

DATE: 07-18-02

TRADEMARK
REEL: 002554 FRAME: 0388

**CERTIFICATE OF MERGER
MERCING
RESPIRONICS HOLDINGS, INC.
INTO
NOVAMETRIX MEDICAL SYSTEMS INC.**

Novamatrix Medical Systems Inc., organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Novamatrix Medical Systems Inc.	Delaware
Respironics Holdings, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Novamatrix Medical Systems Inc.

FOURTH: That amendments or changes to the Amended and Restated Certificate of Incorporation of Novamatrix Medical Systems Inc., the surviving corporation, are to be effected by the merger so that the Amended and Restated Certificate of Incorporation of Novamatrix Medical Systems Inc. following the merger shall read as set forth on Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1501 Ardmore Boulevard, Pittsburgh, Pennsylvania 15221.

SIXTH: That 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.

SEVENTH: The merger shall become effective at 5:00 p.m. on April 12, 2002.

IN WITNESS WHEREOF, Novamatrix Medical Systems Inc. has caused this Certificate of Merger to be duly executed as of the 12th day of April, 2002.

NOVAMATRIX MEDICAL SYSTEMS INC.

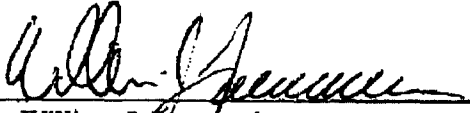
By 
Name: William J. Macourciere
Title: Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NOVAMETRIX MEDICAL SYSTEMS INC.**

Novamatrix Medical Systems Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Novamatrix Medical Systems Inc. and the name under which the Corporation was originally incorporated is Micro Medical Systems Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was March 13, 1978.

2. This Restated Certificate of Incorporation was duly adopted by vote of the stockholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

3. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation to read as follows:

ARTICLE I

The name of the Corporation is Respironics Novamatrix, Inc.

ARTICLE II

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

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, with a par value of \$.01 per share.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, the number of members of which shall be set forth in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VI

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, the Bylaws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal Bylaws made by the Directors.

ARTICLE VII

Personal Liability of Directors.

1. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Bylaw of the Corporation or other provision of the Certificate of Incorporation of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by a director of the Corporation prior to such amendment, repeal, Bylaw or other provision becoming effective.

ARTICLE VIII

The Corporation shall indemnify and hold harmless any corporate agent from and against any and all expenses and liabilities that may be imposed upon or incurred by him in connection with, or as a result of, any proceeding in which he may become involved, as a party or otherwise, by reason of the fact that he is or was such a corporate agent, whether or not he continues to be such at the time such expenses and liabilities shall have been imposed or incurred; provided that a determination is made in accordance herewith that (a) such corporate agent acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and (b) with respect to any criminal proceeding, such corporate agent was without reasonable cause to believe that his conduct was unlawful. Any such determination shall be made (a) by the Board of Directors acting by a quorum consisting of Directors who were not parties to the proceeding, or (b) if such quorum is unobtainable, or even if obtainable, a quorum consisting of Directors who were not such parties so directs, by independent legal counsel in a written opinion, or (c) by the stockholders of the Corporation entitled to vote in elections of directors. Notwithstanding the foregoing, no corporate agent shall be entitled to claim the indemnity provided for herein with respect to any claim, issue or matter as to which he shall have been finally adjudged, in a proceeding by or in the right of the Corporation to procure a judgment in its favor, to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such corporate agent is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any proceeding by a judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a corporate agent did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the

best interests of the Corporation, or, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification shall not be deemed exclusive of any other right to which corporate agents may be entitled, and the Corporation may provide additional indemnity and rights to corporate agents in any other manner permitted by law.

Expenses incurred by a corporate agent in connection with a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the corporate agent to repay the amounts advanced by the Corporation unless it shall be ultimately determined that he is entitled to be indemnified by the Corporation.

The Corporation may purchase and maintain insurance on behalf of any corporate agent against any expenses incurred by him in any proceeding and any liabilities asserted against him in his capacity as corporate agent or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such expenses or liabilities.

As used herein, (a) "corporate agent" means any person who is or was a Director, officer, employee or agent of the Corporation and any person who is or was a director, officer, member, trustee, employee or agent of any other enterprise, serving as such at the request of the Corporation, or the legal representative of any such director, officer, member, trustee, employee or agent, (b) "other enterprise" means any domestic or foreign corporation, other than the Corporation, any partnership, joint venture, sole proprietorship, trust or other enterprise, whether or not for profit, served by a corporate agent, (c) "expenses" include, without limitation, reasonable costs, disbursements and attorneys' fees, (d) "liabilities" include, without limitation, amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties and (e) "proceeding" means any threatened, pending or completed civil, criminal, administrative or arbitral action, suit or proceeding, any appeal therein and any inquiry or investigation which could lead to any such action, suit or proceeding.

IN WITNESS THEREOF, the Corporation has caused this Restated Certificate of Incorporation to be duly executed as of the 12th day of April, 2002.

NOVAMETRIX MEDICAL SYSTEMS INC.

By 

Name: William J. Lacourciere

Title: Chief Executive Officer