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07-08-2003



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RECORDATION FORM COVER SHEET
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1584
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇌ ⇌ ⇌

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

1. Name of conveying party(ies):

Sterling Diagnostic Imaging, 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: SDI Holding Corp.
Internal Address: Glasgow Business Cmty, Bldg. 600

Street Address: Route 896
City: Glasgow State: DE Zip: 19702

- 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: December 31, 1999

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

A. Trademark Application No.(s)
744,400; 790,347; 790,791;
~~799,007~~

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Theodore A. Breiner
Internal Address: BREINER & BREINER LLC

Street Address: 115 N. Henry Street
P.O. Box 19290

City: Alexandria State: VA Zip: 22320

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-3690

(Attach duplicate copy of this page if paying by deposit account)

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.

Theodore A. Breiner
Name of Person Signing

Signature

July 2, 2003
Date

Total number of pages including cover sheet, attachments, and document: 5

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

5824/TM - 5827/TM

TRADEMARK
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02 FC:8522

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

STERLING DIAGNOSTIC IMAGING, INC.

INTO

SDI HOLDING CORP.

SDI HOLDING CORP., a corporation organized and existing under the laws of Delaware,
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 9th day of January, 1996, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns one-hundred percent (100%) of the outstanding shares of each class of the stock of Sterling Diagnostic Imaging, Inc., a corporation incorporated on the 20th day of December, 1995, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That SDI Holding Corp. by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of its members, filed with the minutes of the Board, on the 15th day of December, 1999, determined to and did merge into itself said Sterling Diagnostic Imaging, Inc.:

RESOLVED, that SDI Holding Corp. merge into itself, and hereby does merge into itself, said Sterling Diagnostic Imaging, Inc. and assumes all of its liabilities and obligations:

and

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:02 PM 12/29/1999
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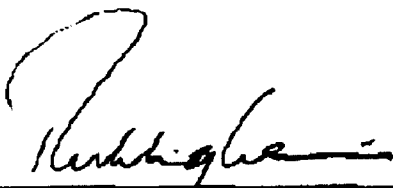
FURTHER RESOLVED, that this Certificate of Merger shall be effective on December 31, 1999 at 11:58 a.m. and

FURTHER RESOLVED, that the proper officer of this corporation be and hereby is directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Sterling Diagnostic Imaging, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FURTHER RESOLVED, that the articles of incorporation and bylaws of SDI Holding Corp., the surviving corporation, as they shall exist on the effective date of the Merger will be and remain the articles of incorporation and the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided; and that the directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

IN WITNESS WHEREOF, said SDI Holding Corp. has caused this Certificate to be signed by Mr. Erhard Rittinghaus, the Chairman of the Board of Directors of SDI Holding Corp., this 15th day of December, 1999.

SDI HOLDING CORP.

By: 
Erhard Rittinghaus
Chairman of the Board of Directors

Delaware

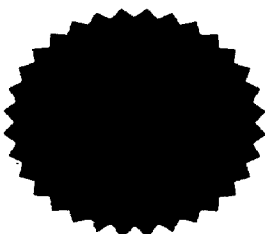
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"STERLING DIAGNOSTIC IMAGING, INC.", A DELAWARE CORPORATION, WITH AND INTO "SDI HOLDING CORP." UNDER THE NAME OF "SDI HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 12:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2362328

DATE: 04-11-03

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RECORDED: 07/02/2003

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