

CERTIFICATE OF MERGER

OF

OSI SYSTEMS, INC.

INTO

OSI SYSTEMS, LLC

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name and state of domicile of each of the constituent entities to the merger is as follows:

<u>Name</u>	<u>State of Domicile</u>
OSI Systems, Inc.	Georgia
OSI Systems, LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of OSI Systems, Inc. and OSI Systems, LLC in accordance with Section 18-209 of the DLLCA.

THIRD: The name of the surviving entity in the merger shall be OSI Systems, LLC. OSI Systems, LLC, as the surviving entity in the merger, is hereinafter referred to as the "Surviving Entity."

FOURTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity. The address of such principal place of business at which the Agreement and Plan of Merger is on file is 3715 Northside Parkway, Building 200, Suite 500, Atlanta, Georgia 30327.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any stockholder or member of the entities which are parties to the merger.

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:41 PM 06/30/2003
FILED 07:28 PM 06/30/2003
SRV 030432608 - 3670488 FILE

IN WITNESS WHEREOF, the Surviving Entity has caused this certificate to be signed by an authorized person, this 30th day of June, 2003.

OSI SYSTEMS, LLC

By: /s/ John A. Bardis
Name: John A. Bardis
Title: Chief Executive Officer

Delaware

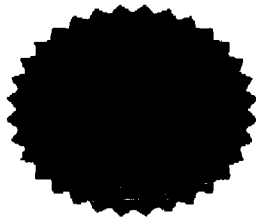
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The First State

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:

"OSI SYSTEMS, INC.", A GEORGIA CORPORATION,

WITH AND INTO "OSI SYSTEMS, LLC" UNDER THE NAME OF "OSI SYSTEMS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2003, AT 7:28 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2505308

DATE: 07-01-03

RECORDED: 07/07/2003

TRADEMARK
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