

09-05-2003

Form PTO 1594 (Rev. 6-93) RECC  
OMB No. 0651-0011 (exp. 4/94)



J.S. Dept. of Commerce  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks  
documents or copy thereof. **102542244**

record the attached original

1. Name of conveying party(ies):  
ANESTHESIA RECORDING, INC. (a Pennsylvania corporation)  
ZYMED, INC. (a California corporation)  
WITH AND INTO  
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION  
UNDER THE NAME OF  
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION  
(a Delaware corporation)  
 Individual(s)  Association  
 General Partnership  Ltd  
Partnership  
 Corporation-State of (see above)  
 Other  
  
Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies):  
Name: PHILIPS ELECTRONICS NORTH AMERICA CORPORATION  
Internal Address:  
  
Street Address: 1251 Avenue of the Americas  
City: New York State: NY Zip: 10020-1104  
  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State of 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 names(s) & Address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other  
Execution Date: October 24, 2002  
(effective on August 31, 2002)

4. Application number(s) or registration number(s):  
A. Trademark Application No. (s) B. Trademark Registration No. (s)  
  
**2,042,386 (EZRECORD)**  
  
Additional Numbers Attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
  
Name: Philips Electronics North America Corporation  
Internal Address:  
Street Address: P.O. BOX 3001  
City: Briarcliff Manor State: NY Zip: 10510

6. Total number of applications and registrations involved: 1  
7. Total fee (37 CFR 3.41) ... \$ 40.00  
 Enclosed  Authorized to Deposit Account  
8. Deposit Account Number: 14-1270  
(Attach duplicate copy of this page paying by deposit account)

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01 FC:8521 40.00 DA

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.  
  
Tony Piotrowski August 27, 2003  
Name of Person Signing Signature Date  
  
Total number of pages including cover sheet, attachments, and document: 6

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

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OFFICE OF PUBLIC RECORDS  
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FINANCE SECTION

# Delaware

PAGE 1

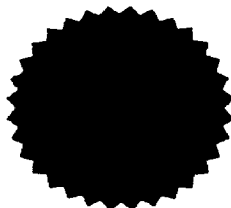
*The First State*

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:

"ANESTHESIA RECORDING, INC.", A PENNSYLVANIA CORPORATION,  
"ZYMED, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION" UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", 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 AUGUST, 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 THIRTY-FIRST DAY OF AUGUST, A.D. 2002, AT 11:59 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2134316 8100M

AUTHENTICATION: 1962070

020548810

DATE: 08-30-02

TRADEMARK  
REEL: 002816 FRAME: 0493

**CERTIFICATE OF OWNERSHIP AND MERGER**

OF

**ANESTHESIA RECORDING, INC.**  
(a Pennsylvania corporation)

and

**ZYMED, INC.**  
(a California corporation)

into

**PHILIPS ELECTRONICS NORTH AMERICA CORPORATION**  
(a Delaware corporation)

It is hereby certified that:

1. Philips Electronics North America Corporation [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of each class of stock of Anesthesia Recording, Inc., which is a business corporation of the State of Pennsylvania.

The Corporation is the owner of all of the outstanding shares of each class of stock of Zymed, Inc., which is a business corporation of the State of California.

3. The laws of the jurisdiction of organization of Anesthesia Recording, Inc. and Zymed, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Anesthesia Recording, Inc. and Zymed, Inc. into the Corporation.

5. The following is a copy of the resolutions adopted on August 29, 2002 by the Board of Directors of the Corporation to merge the said Anesthesia Recording, Inc. and Zymed, Inc. into the Corporation:

**RESOLVED** that Anesthesia Recording, Inc. and Zymed, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Anesthesia Recording, Inc. and Zymed, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Anesthesia Recording, Inc. and Zymed, Inc. in their name;

RESOLVED that this Corporation assume all of the obligations of Anesthesia Recording, Inc. and Zymed, Inc.;

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the States of Pennsylvania and California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Anesthesia Recording, Inc. and Zymed, Inc. and of this Corporation and in any other appropriate jurisdiction;

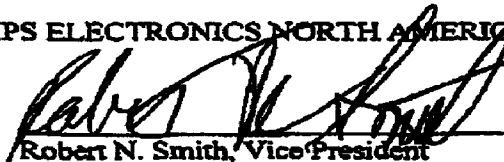
RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be effective at 11:59 P.M. August 31, 2002, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

6. The merger is intended to qualify under the provisions of Internal Revenue Code Section 368(a)(1)(A).

Executed on August 29, 2002

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

By:

  
Robert N. Smith, Vice President

SECRETARY'S CERTIFICATE

I, Warren T. Oates, Jr., Assistant Secretary of Philips Electronics North America Corporation, do hereby certify that:

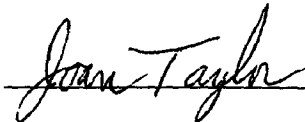
1. Attached is a true and correct copy of Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware on August 29, 2002 merging Anesthesia Recording, Inc. with and into Philips Electronics North America Corporation.

IN WITNESS WHEREOF, I have signed my name this 24<sup>th</sup> day of October, 2002.

  
Assistant Secretary

STATE OF NEW YORK  
COUNTY OF NEW YORK

Subscribed and Sworn to Before  
Me this 24<sup>th</sup> day of October, 2002



JOAN TAYLOR  
Notary Public, State of New York  
No. 01TA6076179  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires June 24, 2006