

10-20-2003

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

RECOR



S. Dept. of Commerce Patent and Trademark Office

102578029

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

1. Name of conveying party(ies): 9.22-03 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 X Corporation-State of (see above) Other

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

3. Nature of conveyance: Assignment x Merger Security Agreement Change of Name Other Execution Date: August 25, 2003 (effective on August 31, 2002)

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 X Corporation-State of Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Destinations must be a separate document from Assignment) Additional names(s) & Address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,045,746 (EAST)

Additional Numbers Attached? Yes X 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 X Authorized to Deposit Account

8. Deposit Account Number: 14-1270 (Attach duplicate copy of this page paying by deposit account)

10/17/2003 DRYRNE 00000040 141270 2045746

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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 Name of Person Signing

Signature

September 17, 2003 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



09-22-2003

U.S. Patent & TMO/TM Mail Rpt Dt. #39

TRADEMARK REEL: 002846 FRAME: 0284

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:

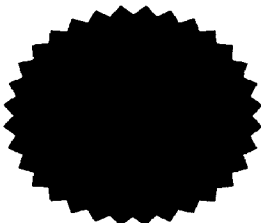
"ANESTHESIA RECORDING, INC.", A PENNSYLVANIA CORPORATION,

"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.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2134316 8100M

AUTHENTICATION: 1960808

020545906

DATE: 08-29-02

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REEL: 002846 FRAME: 0285

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. on 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 Zymed, Inc. (TIN 95-3763615) with and into Philips Electronics North America Corporation.

IN WITNESS WHEREOF, I have signed my name this 25th day of August, 2003.


Assistant Secretary