

MRD 11-21-03

11-21-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORD/ TRAI



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DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies):

Vitalcom Inc.

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

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

2. Name and address of receiving party(ies)

Name: GE Medical Systems Information Internal Technologies, Inc. Address:

Street Address: 8200 West Tower Avenue City: Milwaukee State: Wisconsin Zip: 53223

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Wisconsin, 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: 06/26/2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2206005 - OPENNET 2217553 - SITELINK 2440343 - PATIETNET 2291370 - VITALACCESS

Additional number(s) attached Yes No

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

Name: Catherine Mennenga

Internal Address: W3C

GENERAL ELECTRIC COMPANY

Street Address: 3135 Easton Turnpike

City: Fairfield State: CT Zip: 06828

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: 070875

(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.

Catherine Mennenga Name of Person Signing

Catherine Mennenga Signature 11/20/03 Date

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

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

11/21/2003 LMUELLER 00000157 070875 2206005

01 FC:8521 40.00 DA 02 FC:8522 75.00 DA



03 JUN 27 PM 12: 54

ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

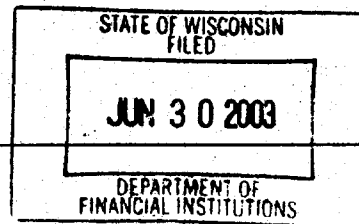
Company Name: Paceart Associates, L.P.

Indicate (X) Entity Type	<input checked="" type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>New Jersey</u> (state or country)
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Company Name: Paceart G.P., Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>New Jersey</u> (state or country)
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Schedule more non-surviving parties as an additional page.



2. Surviving Business Entity:

Company Name: GE Medical Systems Information Technologies, Inc.
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
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FILING FEE - \$150.00

DFI/CORP/2000(R08/20/02) Use of this form is voluntary

ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each business entity that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable.

(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on June 30, 2003 (date) at 5:00 PM CDT (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on 6/26/2003 (date) by the surviving business entity on behalf of all parties to the merger.

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: General Partner

For a **limited liability company**

Title: Member OR Manager

For a **corporation**

Title: President OR Secretary
or other officer title _____

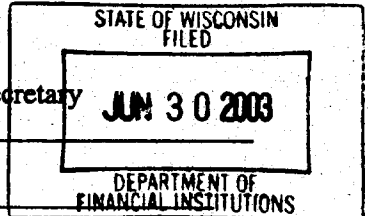
This document was drafted by Not executed in Wisconsin
(Name the individual who drafted the document)



(Signature)

Paula S. Krop

(Printed Name)



INSTRUCTIONS: (Ref. Ss. 179.77, 180.1105, 181.1105, and 183.1204, Wis. Stats., for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **filing fee of \$150.00**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c).

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

DFI/CORP/2000I(R08/20/02)

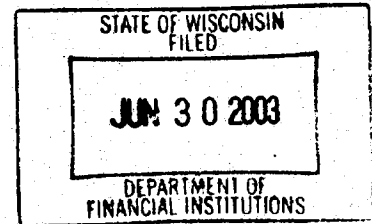
2 of 5

Additional Non-Surviving Parties to the Merger:

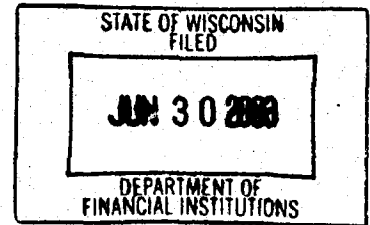
Company Name: Vitalcom Inc.
Entity Type: Business Corporation (Ch. 180, Wis. Stats.)
Organized under the laws of: Delaware

Company Name: datacritical.com, Inc.
Entity Type: Business Corporation (Ch. 180, Wis. Stats.)
Organized under the laws of: Delaware

Company Name: Data Critical Corporation
Entity Type: Business Corporation (Ch. 180, Wis. Stats.)
Organized under the laws of: Delaware



CHI 2592173v1



AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of June 26, 2003, by and among GE Medical Systems Information Technologies, Inc., a Wisconsin corporation ("GEMS-IT" or, after the Effective Time (as defined in Article IV hereof), the "Surviving Corporation"); Data Critical Corporation, a Delaware corporation ("Data Critical"); Vitalcom Inc., a Delaware corporation ("Vitalcom"); datacritical.com, Inc., a Delaware corporation ("datacritical.com"); Paceart G.P., Inc., a New Jersey corporation ("Paceart G.P."); and Paceart Associates, L.P., a New Jersey limited partnership ("Paceart Associates").

WHEREAS, GEMS-IT is a corporation duly formed and validly existing under the laws of the State of Wisconsin;

WHEREAS, Data Critical, Vitalcom, datacritical.com, Paceart G.P. and Paceart Associates (collectively, the "Non-Surviving Entities") are business entities duly organized and validly existing under the laws of their respective states and are each a direct or indirect wholly owned subsidiary of GEMS-IT;

WHEREAS, the Wisconsin Business Corporation Law, as amended (the "WBCL"), the New Jersey Business Corporation Act, as amended (the "NJBCA"), and the General Corporation Law of the State of Delaware, as amended (the "DGCL"), each permit a wholly owned subsidiary entity to merge with and into its parent corporation organized and existing under the WBCL;

WHEREAS, the Board of Directors of GEMS-IT has duly authorized the merger of the Non-Surviving Entities with and into GEMS-IT pursuant to the terms of this Agreement; and

WHEREAS, all other conditions precedent to the merger of the Non-Surviving Entities with and into GEMS-IT have been, or, prior to the Effective Time, will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the WBCL, the NJBCA and the DGCL, the Non-Surviving Entities shall be, and hereby are, at the Effective Time, merged with and into GEMS-IT (the "Merger"), with GEMS-IT to be the Surviving Corporation. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I MERGER

Prior to the Effective Time, GEMS-IT and the Non-Surviving Entities shall each take all such additional action as shall be necessary or appropriate in order to effectuate the Merger.

At the Effective Time, the Non-Surviving Entities shall each be merged with and into GEMS-IT, and the separate existence of the Non-Surviving Entities shall cease. GEMS-IT shall continue in existence, and the Merger shall in all respects have the effects provided for in the WBCL.

If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers, directors or other agents of the Non-Surviving Entities shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all such additional things, as are necessary or proper to carry out the provisions hereof.

ARTICLE II TERMS OF THE TRANSACTION

At the Effective Time, each outstanding share of the common stock, no par value, or other ownership interest of the Non-Surviving Entities (including any such shares held in the treasury of a Non-Surviving Entity at the Effective Time) shall by virtue of the Merger, and without any action by the holder thereof, be canceled and retired without any payment of any consideration therefor and shall cease to exist.

Each share in the capital of GEMS-IT outstanding immediately prior to the Effective Time shall continue to exist as a valid share in the capital of the Surviving Corporation with the identical designations, preferences, limitations and relative rights as in effect prior to the Effective Time.

ARTICLE III ARTICLES OF INCORPORATION AND BYLAWS

From and after the Effective Time, and until thereafter amended as provided by law, the Articles of Incorporation, as amended, of GEMS-IT as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of GEMS-IT as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

ARTICLE IV EFFECTIVE TIME

The parties hereto shall cause the Merger to be consummated by filing all necessary instruments, papers and documents required to effect the Merger in accordance with the relevant provisions of the WBCL, the NJBCA and the DGCL. The Merger shall be effective at 5:00 p.m., Central Daylight Time on June 30, 2003, as provided in the Articles of Merger filed with the Department of Financial Institutions of the State of Wisconsin (such time and date being referred to herein as the "Effective Time").

**ARTICLE V
TERMINATION**

At any time prior to the Effective Time, the Board of Directors of GEMS-IT may terminate or abandon this Agreement.

**ARTICLE VI
MISCELLANEOUS**

The Surviving Corporation may be served with process in the States of Delaware and New Jersey in any proceeding for the enforcement of any obligation of any business entity organized under the laws of the States of Delaware and New Jersey which is a party to the Merger.

The Secretaries of State of the States of Delaware and New Jersey shall be and hereby are irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is GE Medical Systems Information Technologies, Inc., 400 Woodland Prime, N74 W12501 Leatherwood Court, Menomonee Falls, Wisconsin 53051, Attn: General Counsel.

**ARTICLE VII
AMENDMENTS**

Subject to the applicable provisions of the WBCL, the NJBCA and the DGCL, at any time prior to the Effective Time, the parties hereto may amend, modify or supplement this Agreement in such manner as they jointly may determine.

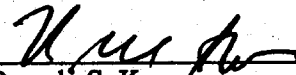
**ARTICLE VIII
COUNTERPARTS**

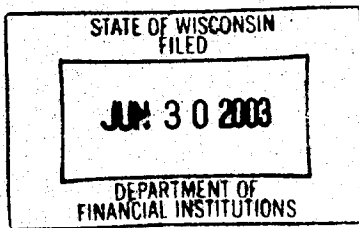
This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

* * * * *


IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

GE MEDICAL SYSTEMS INFORMATION TECHNOLOGIES, INC.

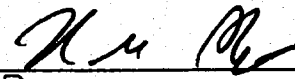
By: 
Name: Pamela S. Krop
Title: Vice President and General Counsel




DATA CRITICAL CORPORATION

By: 
Name: Pamela S. Krop
Title: Vice President & General Counsel

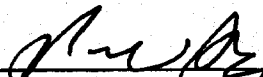
VITALCOM INC.

By: 
Name: Pamela S. Krop
Title: Vice President & General Counsel

datacritical.com, INC.

By: 
Name: Pamela S. Krop
Title: Vice President & General Counsel

PACEART G.P., INC.

By: 
Name: Pamela S. Krop
Title: Vice President & General Counsel

PACEART ASSOCIATES, L.P.

By Paceart G.P., Inc., its general partner

By: *P. S. Krop*
Name: *Pamela S. Krop*
Title: *Vice President & General Counsel*

