

4/19/04

REC

04-21-2004



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Original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):
ONI Incorporated

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Massachusetts
 Other _____

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

Receiving party(ies):
Name: ONI Medical Systems Inc.

Internal Address: Suite 4

Street Address: 301 Ballardvale Street
City: Wilmington State: Massachusetts ZIP: 01887

Individual(s) citizenship _____
 Association _____
 General Partnership _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 24, 2003

Limited Partnership _____
 Corporation 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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/087933

B. Trademark registration No.(s)
2,657,228

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved: 2

Name: Susan Barbieri Montgomery, Esq.
Internal Address: _____

7. Total fee (37 CFR 3.41): \$65.00
 Enclosed
 Authorized to be charged to deposit account

Street Address: Foley Hoag LLP
155 Seaport Boulevard
City: Boston State: MA ZIP: 02210-2600

8. Deposit account number:
06-1446

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS
2004/04/19 PM 3:49
FINANCE SECTION

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.

Susan B. Montgomery
Name of Person Signing

Signature

Date

4/7/2004

04/20/2004 LNUELLER 00000143 061446 76087933

Total number of pages comprising cover sheet:3.....

Certificate of Mailing

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on the date indicated below.

Printed Name: SHIRINE DARVISH

Signature: [Signature]

Date of Signature: April 19, 2004

TRADEMARK

REEL: 002952 FRAME: 0869

01 FC:RSE1 40.00 IN
02 FC:AS22 25.00 IN

**CERTIFICATE OF MERGER
OF
ONI INCORPORATED, a Massachusetts corporation,
WITH AND INTO
ONI MEDICAL SYSTEMS INC., a Delaware corporation**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
ONI Medical Systems Inc.	Delaware
ONI Incorporated	Massachusetts

SECOND: A plan and agreement of merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and in accordance with the laws under which each constituent corporation is formed.

THIRD: The name of the surviving corporation is "ONI Medical Systems Inc." The surviving corporation is a corporation incorporated under the laws of the State of Delaware.

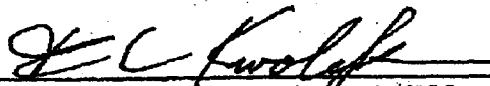
FOURTH: The certificate of incorporation of ONI Medical Systems Inc., a Delaware corporation, as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: An executed copy of the Plan of Merger is on file at the principal place of business of the surviving corporation, which is located at 301 Ballardvale Street, Suite 4, Wilmington, MA 01887.

SIXTH: A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of ONI Incorporated, a Massachusetts corporation, consists of 22,500,000 shares of common stock, \$.01 par value per share, and 11,500,000 shares of Preferred Stock, \$.01 par value per share.

Dated: November 24, 2003

By: 
Robert L. Kwolyk, President & CEO

Attest:

By: 
Peter B. Roemer, Secretary

Delaware

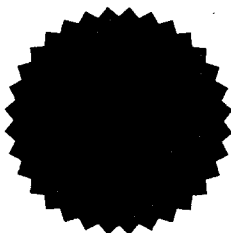
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The First State

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:

"ONI INCORPORATED", A MASSACHUSETTS CORPORATION,
WITH AND INTO "ONI MEDICAL SYSTEMS INC." UNDER THE NAME OF "ONI MEDICAL SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2003, AT 5:31 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

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AUTHENTICATION: 2772140

DATE: 11-25-03

TRADEMARK

RECORDED: 04/19/2004

REEL: 002952 FRAME: 0871