

09-14-2004

MRP 9-10-04

RECOR
TR



102834736

To the Director of the U. S. Patent and Trademark Office: Please record this application in the name of the applicant or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Suros Surgical Systems, Inc.

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

Citizenship (see guidelines) Indiana

Execution Date(s) July 14, 2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: Suros Surgical Systems, Inc.
Internal
Address: Northwest Technology Center
Street Address: 6100 Technology Center Dr.
City: Indianapolis
State: Indiana
Country: U.S.A. Zip: 46278

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/585733

B. Trademark Registration No.(s)
2727889

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:
Name: Roberts E. Inveiss

Internal Address: Henderson Daily Withrow & DeVoe

Street Address: One Indiana Square Suite 2600

City: Indianapolis

State: IN Zip: 46204

Phone Number: 317-639-4121
Fax Number: 317-639-0191
Email Address: inveiss@hdlegal.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Roberts E. Inveiss 9-7-04
Signature Date

Roberts E. Inveiss
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

09/13/2004 BYRNE 00000047 76585733
01 FC:8521
02 FC:8522

Document recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Asst. Recording Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Delaware

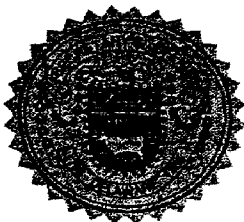
PAGE 1

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 MERGER, WHICH MERGES:

"SUROS SURGICAL SYSTEMS, INC.", A INDIANA CORPORATION, WITH AND INTO "SUROS SURGICAL SYSTEMS, INC." UNDER THE NAME OF "SUROS SURGICAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JULY, A.D. 2004, AT 5:15 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

AUTHENTICATION: 3233912

DATE: 07-14-04

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CERTIFICATE OF MERGER OF

SUROS SURGICAL SYSTEMS, INC.
(an Indiana corporation)

WITH AND INTO

**SUROS SURGICAL
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 THAT:

FIRST: Constituent Corporations. The name and state of incorporation of each of the constituent corporations in the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Suros Surgical Systems, Inc.	Indiana
Suros Surgical Systems, Inc.	Delaware

SECOND: Merging and Surviving Corporations. Suros Surgical Systems, Inc., an Indiana corporation, existing pursuant to the Indiana Business Corporation Law, as amended, shall be the merging corporation of the merger ("Indiana Company" and the "Merging Corporation"). Suros Surgical Systems, Inc., a Delaware corporation and a wholly owned subsidiary of Indiana Company, shall be the surviving corporation of the merger ("Delaware Company" and the "Surviving Corporation"). The Surviving Corporation will be qualified to do business in Indiana upon approval of the Application for Certificate of Authority filed concurrently herewith.

THIRD: Agreement and Plan of Merger. An Agreement and Plan of Merger dated as of June 28, 2004 (the "Merger Agreement") between the Merging Corporation and the Surviving Corporation, 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 the Indiana Business Corporation Law, as amended.

FOURTH: Manner of Adoption and Vote of Surviving Corporation. The Board of Directors and the sole shareholder of the Surviving Corporation adopted resolutions approving the Merger Agreement by unanimous written consent to resolutions of the Board of Directors and the Shareholder dated June 24, 2004. Since the sole Shareholder of the Surviving Corporation voted unanimously in favor of the Merger Agreement, no subsequent action by the Board of Directors of the Surviving Corporation was required.

FIFTH: Authorized Stock of Merging Corporation. Indiana Company is authorized to issue two classes of stock designated "Preferred Stock" and "Common Stock," respectively. The number of shares of Preferred Stock authorized to be issued is Eight Million (8,000,000), no par value, and the number of shares of Common Stock authorized to be issued is Five Million (5,000,000), no par value.

SIXTH: Manner of Adoption and Vote of Merging Corporation. The Board of Directors of the Merging Corporation adopted resolutions approving the Merger Agreement during a meeting of the Board of Directors held on June 15, 2004. The Shareholders of the Merging Corporation adopted resolutions approving the Merger Agreement during the Annual Meeting of the Shareholders held on June 28, 2004. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Merger Agreement and the number of votes cast for and against the Merger Agreement are as follows:

<u>Designation and Number of Outstanding Shares in Each Voting Group</u>	<u>Number of Votes Entitled to be Cast by Each Voting Group</u>	<u>Number For</u>	<u>Number Against</u>
Outstanding Common, Series A, Series B, Series C Shares, together as a Class 1,601,206.66	2,077,297.66	1,964,497.66	112,800
Outstanding Series A Shares 287,448	287,448	287,448	0
Outstanding Series B Shares 4,052	405,200	292,700	112,500
Outstanding Series C Shares 757	75,700	75,700	0

The number of votes cast in favor of the Agreement and Plan of Merger by each voting group was sufficient for approval by that voting group.

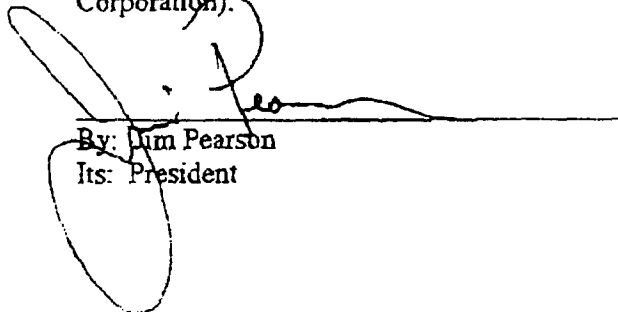
SEVENTH: Certificate of Incorporation. The Certificate of Incorporation of Delaware Company shall be the Certificate of Incorporation of the Surviving Corporation.

EIGHTH: Agreement Terms. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any Constituent Corporation; a copy of the Agreement and Plan of Merger is also attached as Exhibit "A" to the Certificate of Merger on file with the Indiana Secretary of State.

NINTH: Address. The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation, the address of which is 9502 Angola Court, Suite 3, Indianapolis, Indiana 46268.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 13th day of July, 2004.

Suros Surgical Systems, Inc. (a Delaware Corporation).



By: Jim Pearson
Its: President

TOTAL P. 04