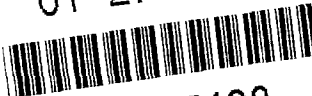


01-27-2005

 102927408

To the Director of the U.S. Patent and Trad

102927408

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

RIC Investments, Inc.

- Individual
- General Partnership
- Corporation-State
- Other: _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: RIC Investments, LLC

Address: 801 West Street, 2nd Floor

City: Wilmington State: DE Zip: 19801-1545

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

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
- Security Agreement
- Other Conversion
- Merger
- Change of Name

Execution Date: 03-18-04

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

A. Trademark Application No(s).

76/315,187

B. Trademark Registration No(s).

Additional numbers attached? Yes No

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

Name: Frederick H. Colen

REED SMITH LLP

Address: P.O. Box 488

City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6)): \$ 40

- Enclosed
- Authorized to be charged to deposit account _____
- Charge any deficiency to deposit account _____

8. Deposit account number:

18-0582

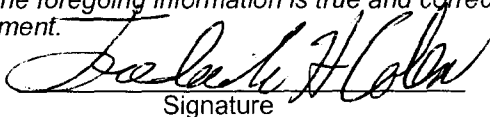
(Attach duplicate copy of this page if paying by deposit account)

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 and correct copy of the original document.

Frederick H. Colen
 Name of Person Signing


 Signature

1/20/05
 Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office,
 P.O. Box 1450, Alexandria, VA 22313-1450

01/26/2005 ECOOPER 00000293 180582 76315187

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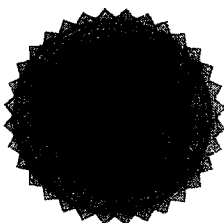
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "RIC INVESTMENTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "RIC INVESTMENTS, INC." TO "RIC INVESTMENTS, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 2004, AT 6:57 O'CLOCK P.M.

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

2267287 8100V

040200393



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2996743

DATE: 03-18-04

TRADEMARK
REEL: 003105 FRAME: 0141

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DOMESTIC CORPORATION
TO A
DOMESTIC LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE
DELAWARE GENERAL CORPORATION LAW**

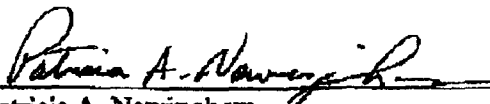
FIRST. The name of the corporation is RIC Investments, Inc. The name under which the corporation was originally incorporated is Respironics Investment Company.

SECOND. The date of filing of the corporation's original certificate of incorporation with the Delaware Secretary of State was July 1, 1991.

THIRD. The name of the limited liability company into which the corporation shall be converted is RIC Investments, LLC.

FOURTH. The conversion of the corporation to a limited liability company has been approved by the directors and sole shareholder of the corporation in accordance with Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 17th day of March, 2004.


Patricia A. Newingham
Executive Vice President of RIC
Investments, Inc.

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:30 PM 03/17/2004
FILED 06:57 PM 03/17/2004
SRV 040200393 - 2267287 FILE