

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Omnicell Technologies, Inc.		10/14/1999	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Omnicell.com		
Street Address:	1101 East Meadow Drive		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94303		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2213408	OMNIRX	
CORRESPONDENCE DATA			
Fax Number:	(650)857-0663		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	650 843 5000		
Email:	trademarks@cooley.com		
Correspondent Name:	Susan D. Berney-Key, Esq./Cooley Godward		
Address Line 1:	Five Palo Alto Square, 4th Floor		
Address Line 2:	3000 El Camino Real		
Address Line 4:	Palo Alto, CALIFORNIA 94306-2155		
NAME OF SUBMITTER:	Suan D. Berney-Key, Esq.		
Signature:	/Susan D. Berney-Key, Esq./		
Date:	02/01/2006		

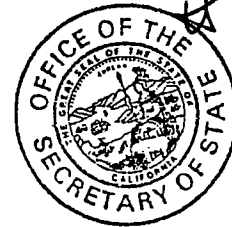
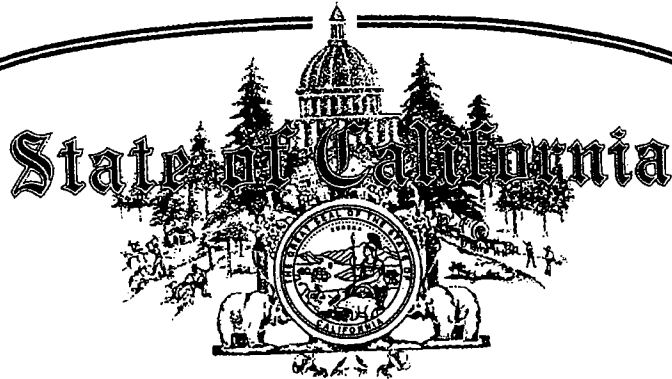
CH \$40.00 2213408

Total Attachments: 2

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**TRADEMARK
 REEL: 003238 FRAME: 0252**

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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 06 2001

Secretary of State



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**CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
OMNICELL TECHNOLOGIES, INC.**

FILED
in the office of the Secretary of State
of the State of California

OCT 20 1999

Bill Jones
BILL JONES, Secretary of State

EARL E. FRY AND ROBERT J. BRIGHAM certify that:

FIRST: The original name of this corporation is OMNICELL TECHNOLOGIES, Inc. and the date of filing the original Articles of Incorporation of this corporation with the Secretary of State of the State of California is September 30, 1992.

SECOND: They are the duly elected and acting Vice President and Assistant Secretary, respectively, of OMNICELL TECHNOLOGIES, Inc., a California corporation (the "Corporation").

THIRD: Article I of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

"The name of the corporation is OMNICELL.COM (the "Corporation")."

FOURTH: The foregoing amendment to the Corporation's Amended and Restated Articles of Incorporation has been duly approved by the Corporation's Board of Directors.

FIFTH: The foregoing amendment of the Corporation's Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 2,329,295 shares of Class A Common Stock, 480,000 shares of Series A Preferred Stock, 320,666 shares of Series B Preferred Stock, 1,700,000 shares of Series C Preferred Stock, 1,309,484 shares of Series D Preferred Stock, 1,965,262 shares of Series E Preferred Stock and 1,948,090 shares of Series F Preferred Stock, 1,000,000 shares of Series G Preferred Stock authorized with 0 outstanding shares, 3,804,346 shares of Series H Preferred Stock and 1,441,600 shares of Series J Preferred Stock. The number of shares of voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and Preferred Stock, voting together as a single class.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Palo Alto, California, on October 14, 1999.

Earl E. Fry
Earl E. Fry, Vice President

Robert J. Brigham
Robert J. Brigham, Assistant Secretary

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