

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Omnicell.com		08/06/2001	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Omnicell, Inc.		
<b>Street Address:</b>	1201 Charleston Road		
<b>City:</b>	Mountain View		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94043		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2213408	OMNIRX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(650)857-0663		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	6508435000		
<b>Email:</b>	trademarks@cooley.com		
<b>Correspondent Name:</b>	Susan D. Berney-Key, Esq./Cooley Godward		
<b>Address Line 1:</b>	Five Palo Alto Square, 4th Floor		
<b>Address Line 2:</b>	3000 El Camino Real		
<b>Address Line 4:</b>	Palo Alto, CALIFORNIA 94306-2155		
<b>NAME OF SUBMITTER:</b>	Susan D. Berney-Key, Esq.		
<b>Signature:</b>	/Susan D. Berney-Key, Esq./		
<b>Date:</b>	02/01/2006		

CH \$40.00 2213408

Total Attachments: 3

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**TRADEMARK  
 REEL: 003238 FRAME: 0264**

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State of Delaware

Office of the Secretary of State

FILED

In the Office of the Secretary of State  
of the State of California  
PAGE 1

AUG 16 2001 *wb*

*Bill Jones*  
BILL JONES, Secretary of 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:

"OMNICELL.COM", A CALIFORNIA CORPORATION,

WITH AND INTO "OMNICELL MERGER CORPORATION" UNDER THE NAME OF "OMNICELL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3213344 8100M

AUTHENTICATION: 1292867

010396408

DATE: 08-13-01

TRADEMARK  
REEL: 003238 FRAME: 0266

**CERTIFICATE OF MERGER**

**OF**

**OMNICELL.COM**  
a California corporation

**INTO**

**OMNICELL MERGER CORPORATION**  
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:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<b>Name</b>	<b>State of Incorporation</b>
Omnicell.com	California
Omnicell Merger Corporation	Delaware

2. An Agreement and Plan of Merger dated as of August 6, 2001 (the "Agreement of Merger") between Omnicell.com and Omnicell Merger Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Omnicell Merger Corporation, a Delaware corporation. Upon the effectiveness of the filing of this Certificate of Merger, Omnicell Merger Corporation will change its name to Omnicell, Inc., and Article I of the Amended and Restated Certificate of Incorporation of Omnicell Merger Corporation shall be amended by changing the name of the corporation to "Omnicell, Inc."

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1101 East Meadow Drive, Palo Alto, CA 94303.

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

6. The authorized capital stock of Omnicell.com consists of (a) 40,000,000 shares of Common Stock, no par value per share and (b) 18,500,000 shares of Preferred Stock, no par value per share.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 08/06/2001  
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**TRADEMARK**  
**REEL: 003238 FRAME: 0267**

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, Omnicell Merger Corporation, and attested to by its officers thereunto duly authorized.

Dated as of August 6, 2001.

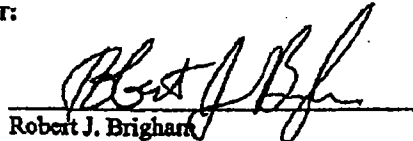
OMNICELL MERGER CORPORATION,  
a Delaware corporation

By:

  
Robert Y. Newell, IV  
Chief Financial Officer

ATTEST:

By:

  
Robert J. Brigham  
Secretary