

**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
Cardiac Science, Inc.		08/31/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Cardiac Science Operating Company
Street Address:	3303 Monte Villa Parkway
City:	Bothell
State/Country:	WASHINGTON
Postal Code:	98101
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Serial Number:	78644247	
Serial Number:	78644242	CARDIAC SCIENCE
Registration Number:	2652330	COMPLIANT
Serial Number:	78644978	CREATING HEARTSAFE ENVIRONMENTS
Registration Number:	2786970	CRM
Registration Number:	2614582	ELECTROLAST
Registration Number:	3057735	G3 PRO
Registration Number:	1951743	MDF
Registration Number:	1955504	POWERHEART
Serial Number:	78644924	POWERHEART COMPANION
Serial Number:	78644946	POWERHEART CRM
Registration Number:	2968945	QUICK RESPONSE
Serial Number:	78703854	RESCUECOACH
Registration Number:	2524505	RHYTHMX ECD

CH \$490.00 78644247

Registration Number:	3056318	SERVICELINK
Serial Number:	78619334	POWERHEART ECD
Registration Number:	2468598	SVT DISCRIMINATION FUNCTION
Serial Number:	78377030	TOTAL RESPONSE
Registration Number:	2939861	Z-BAR

**CORRESPONDENCE DATA**

Fax Number: (206)359-9000

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 206-359-8000

Email: pctrademarks@perkinscoie.com

Correspondent Name: James L. Vana

Address Line 1: 1201 Third Avenue

Address Line 2: Suite 4800

Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	33049-4000
NAME OF SUBMITTER:	James L. Vana
Signature:	/James L. Vana/
Date:	03/06/2006

**Total Attachments: 5**

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# 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:

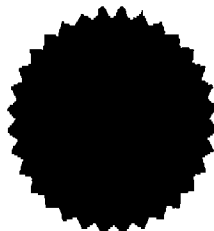
"HEART ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "CARDIAC SCIENCE, INC." UNDER THE NAME OF "CARDIAC SCIENCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2005, AT 5:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF SEPTEMBER, A.D. 2005, AT 12:03 O'CLOCK A.M.

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

2263539 8100M

050718939



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4128888

DATE: 08-31-05

TRADEMARK  
REEL: 003259 FRAME: 0754

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:09 PM 08/31/2005  
FILED 05:11 PM 08/31/2005  
SRV 050718939 - 2263539 FILE

**CERTIFICATE OF MERGER  
OF  
HEART ACQUISITION CORPORATION  
INTO  
CARDIAC SCIENCE, INC.**

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are as follows:

<b>Name</b>	<b>State of Incorporation</b>
Heart Acquisition Corporation	Delaware
Cardiac Science, Inc.	Delaware

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Cardiac Science, Inc.

4. The surviving corporation, Cardiac Science, Inc., will be a Delaware corporation and its Certificate of Incorporation as currently filed with the Secretary of State of the State of Delaware shall be amended in its entirety as set forth in Exhibit A attached to this certificate.

5. The merger shall be effective at 12:03 AM on September 1, 2005.

6. The executed agreement of merger is on file at the principal place of business of the surviving corporation located at 3303 Monte Villa Parkway, Bothell, Washington 98021.

7. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 31st day of August, 2005.

**CARDIAC SCIENCE, INC.**

/s/ Raymond W. Cohen

Raymond W. Cohen  
Chief Executive Officer

**EXHIBIT A****CERTIFICATE OF INCORPORATION****ARTICLE I.**

The name of the Company is Cardiac Science Operating Company. The term of the existence of the Company is perpetual.

**ARTICLE II.**

The location and post office address of the Company's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the registered agent at such address is The Corporation Trust Company.

**ARTICLE III.**

The nature of the business or purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV.**

This Corporation is authorized to issue only one class of shares, designated Common Stock, \$0.001 par value. The total number of shares of Common Stock that this Corporation shall have the authority to issue shall be one hundred (100).

**ARTICLE V.**

Elections of directors need not be by written ballot unless the Bylaws of the Company shall so provide.

**ARTICLE VI.**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Company.

**ARTICLE VII.**

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, no director of the Company shall be personally liable to the Company or its stockholder for monetary damages for breach of fiduciary duty as a director. The Company shall indemnify to the fullest extent permitted by law any person

made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she or his or her testator or intestate is or was a director, officer or employee of the Company or any predecessor of the Company or serves or served any other enterprise as a director, officer or employee at the request of the Company or any predecessor to the Company.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of any inconsistent provision.

#### **ARTICLE VIII.**

Except as provided in Article VII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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