

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cardiac Science Operating Company		02/24/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Cardiac Science Corporation
Street Address:	3303 Monte Villa Parkway
City:	Bothell
State/Country:	WASHINGTON
Postal Code:	98021
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

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Serial Number:	78703854	RESCUECOACH
Registration Number:	2524505	RHYTHMX ECD
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:	03/07/2006

Total Attachments: 4

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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 OWNERSHIP, WHICH MERGES:

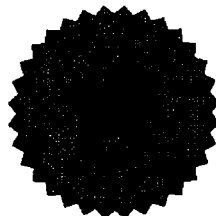
"CARDIAC SCIENCE OPERATING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "CARDIAC SCIENCE CORPORATION" UNDER THE NAME OF "CARDIAC SCIENCE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2006, AT 3:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF MARCH, A.D. 2006, AT 2:59 O'CLOCK A.M.

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

3923481 8100M

060197363



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4559162

DATE: 03-01-06

TRADEMARK

REEL: 003262 FRAME: 0098

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
CARDIAC SCIENCE OPERATING COMPANY
INTO
CARDIAC SCIENCE CORPORATION**

Cardiac Science Corporation, a Delaware corporation (the "*Corporation*"), in accordance with Section 253 of the Delaware General Corporation Law, does hereby certify as follows:

1. The Corporation is incorporated pursuant to the Delaware General Corporation Law.
2. The Corporation owns 100% of the outstanding shares of the common stock of Cardiac Science Operating Company, a Delaware corporation. Cardiac Science Operating Company has no shares of any other class or series of stock outstanding.
3. The Corporation, by the following resolutions of its Board of Directors, duly adopted on February 21st, 2006, determined to merge into itself Cardiac Science Operating Company on the conditions set forth in such resolutions:

WHEREAS the Corporation lawfully owns 100% of the outstanding stock of Cardiac Science Operating Company, a Delaware corporation (the "*Delaware Subsidiary*"); and

WHEREAS the Corporation desires to merge into itself the Delaware Subsidiary (the "*Delaware Merger*"), and to be possessed of all the estate, property, rights, privileges and franchises of the Delaware Subsidiary; and

WHEREAS, the Delaware Merger is intended to be treated as a complete liquidation of the Delaware Subsidiary described in Section 332 of the Internal Revenue Code of 1986, as amended;

RESOLVED, that the Corporation merge into itself the Delaware Subsidiary, effective at 2:59 AM Eastern Time, March 1, 2006 (11:59 PM Pacific Time, February 28, 2006), and assumes all of its liabilities and obligations; and

RESOLVED FURTHER, that an authorized officer of the Corporation be and hereby is directed to make and execute a certificate of ownership and merger setting forth a copy of the resolution to merge the Delaware Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, which may be in any way necessary or proper to effect said merger.

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 24th day of February, 2006.

CARDIAC SCIENCE CORPORATION

By: /s/ Michael K. Matisyk
Name: Michael K. Matisyk
Title: Senior Vice President and Chief
Financial Officer

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