

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/29/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nicolet Vascular, Inc.		08/29/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Viasys Holdings Inc.
Street Address:	227 Washington Street
City:	Conshohocken
State/Country:	PENNSYLVANIA
Postal Code:	19428
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1361666	IMEX
Registration Number:	2538440	NICOLET ELITE
Registration Number:	2703203	VERSALAB
Registration Number:	2267765	STETHODOP

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-739-5652
 Email: trademarks@morganlewis.com
 Correspondent Name: Catherine R. Howell, Paralegal
 Address Line 1: 1111 Pennsylvania Ave., N.W.
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER: 054806-0135

CH \$115.00 1361666

NAME OF SUBMITTER:	Catherine R. Howell, Paralegal
Signature:	/Catherine R. Howell/
Date:	03/23/2006
Total Attachments: 3 source=nicoletviasysmerger#page1.tif source=nicoletviasysmerger#page2.tif source=nicoletviasysmerger#page3.tif	

Delaware

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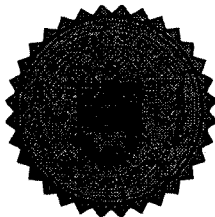
The First State

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:

"NICOLET VASCULAR INC.", A DELAWARE CORPORATION,
"VIASYS NEUROCARE INSTRUMENTS INC.", A DELAWARE CORPORATION,
WITH AND INTO "VIASYS HOLDINGS INC." UNDER THE NAME OF
"VIASYS HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2005, AT
12:34 O'CLOCK P.M.

2123907 8100M

060269404



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4607234

DATE: 03-21-06

TRADEMARK
REEL: 003275 FRAME: 0635

CERTIFICATE OF OWNERSHIP AND MERGER

merging

VIASYS NEUROCARE INSTRUMENTS INC.
(a Delaware corporation)

and

NICOLET VASCULAR INC.
(a Delaware corporation)

with and into

VIASYS HOLDINGS INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

VIASYS Holdings Inc., a Delaware corporation ("Holdings" or the "Company"), desires to merge with VIASYS NeuroCare Instruments Inc., a Delaware corporation ("Instruments"), and Nicolet Vascular Inc., a Delaware corporation ("Nicolet"; and, together with Instruments, the "Subsidiaries"), pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware (the "Merger"), and hereby certifies as follows:

FIRST: Holdings was incorporated on June 2, 2004, pursuant to the General Corporation Law of the State of Delaware.

SECOND: Holdings owns all of the issued and outstanding shares of stock of Instruments, a corporation incorporated on July 19, 1985, under the name "Medelec Inc." pursuant to the General Corporation Law of the State of Delaware.

THIRD: Holdings owns all of the issued and outstanding shares of stock of Nicolet, a corporation incorporated on April 20, 1987, under the name "IMEX Medical Systems, Incorporated" pursuant to the General Corporation Law of the State of Delaware.

FOURTH: That Holdings by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the Board of Directors as of August 24, 2005, determined to merge the Subsidiaries with and into Holdings:

RESOLVED, that it is deemed advisable and in the best interest of the Company that VIASYS NeuroCare Instruments Inc., a Delaware corporation and wholly owned subsidiary of the Company, and Nicolet Vascular Inc., a Delaware corporation and wholly owned subsidiary of the Company (collectively, the

"Subsidiaries"), merge with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware; and it is further

RESOLVED, that, upon the merger of the Subsidiaries with and into the Company (the "Merger"), the Company shall be the surviving corporation (the "Surviving Corporation"), the Surviving Corporation shall continue as a corporation organized and existing under the laws of the State of Delaware and the name of the Surviving Corporation shall be "VIASYS Holdings Inc."; and it is further

RESOLVED, that, upon the Merger, the corporate existence of the Company, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, it shall, from and after the Merger, possess all of the rights, privileges, immunities, powers and purposes of the Subsidiaries, and all of the property (real, personal and intangible), causes of action and every other asset of the Subsidiaries shall vest in the Surviving Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of the Subsidiaries, all without further act or deed; and it is further

RESOLVED, that the separate corporate existence of each of the Subsidiaries shall cease upon the Merger; and it is further

RESOLVED, that, upon the Merger, all shares of stock of each of the Subsidiaries which are issued and outstanding or held as treasury stock immediately prior to the Merger shall be canceled; and it is further

RESOLVED, that, from and after the Merger, the Certificate of Incorporation and the By-Laws of the Company, as in effect immediately prior to the Merger, shall be those of the Surviving Corporation; and it is further

RESOLVED, that the members of the Board of Directors and the officers of the Company immediately prior to the Merger shall be the members of the Board of Directors and the officers, respectively, of the Surviving Corporation until successors are appointed in accordance with applicable law and the Certificate of Incorporation and the By-Laws of the Surviving Corporation; and it is further

RESOLVED, that the effective date and time of the Merger shall be as of August 29, 2005 at 9 A.M. Eastern Standard Time; for accounting purposes only, and it is further