

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
HealthTronics Surgical Services, Inc.		11/10/2004	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	HealthTronics, Inc.		
Street Address:	1301 Capital of Texas Highway		
Internal Address:	Suite 200B		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78746		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2226513	NEWTRODE	
CORRESPONDENCE DATA			
Fax Number:	(512)480-5838		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	512-480-5638		
Email:	ohawkins@gdhm.com		
Correspondent Name:	Orlesia A. Hawkins		
Address Line 1:	401 Congress Avenue		
Address Line 2:	Suite 2200		
Address Line 4:	Austin, TEXAS 78701		
ATTORNEY DOCKET NUMBER:	A21641.1		
NAME OF SUBMITTER:	Orlesia A. Hawkins		
Signature:	/orlesia a. hawkins/		

CH \$40.00 2226513

Date:

06/05/2006

Total Attachments: 8

source=HealthTronics Cert. Merger#page1.tif

source=HealthTronics Cert. Merger#page2.tif

source=HealthTronics Cert. Merger#page3.tif

source=HealthTronics Cert. Merger#page4.tif

source=HealthTronics Cert. Merger#page5.tif

source=HealthTronics Cert. Merger#page6.tif

source=HealthTronics Cert. Merger#page7.tif

source=HealthTronics Cert. Merger#page8.tif

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 043150489
CONTROL NUMBER : K535640
EFFECTIVE DATE : 11/10/2004
REFERENCE : 0091
PRINT DATE : 11/10/2004
FORM NUMBER : 412

PATTIE HARDY
CT CORPORATION SYSTEM
1201 PEACHTREE ST., NE
ATLANTA GA 30361

CERTIFICATE OF MERGER AND NAME CHANGE

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

HEALTHTRONICS SURGICAL SERVICES, INC., A GEORGIA CORPORATION

Changing its Name to:

HEALTHTRONICS, INC.

Nonsurviving Entity/Entities:

PRIME MEDICAL SERVICES, INC., A DELAWARE CORPORATION



CATHY COX
SECRETARY OF STATE

**CERTIFICATE OF MERGER
OF
PRIME MEDICAL SERVICES, INC.
a Delaware corporation,
with and into
HEALTHTRONICS SURGICAL SERVICES, INC.
a Georgia corporation**

Pursuant to the provisions of Section 14-2-1105(b) of the Georgia Business Corporation Code, the undersigned corporation files this Certificate of Merger.

1. The names and states of incorporation of the corporations merging and the name of the surviving corporation are as follows:

(a) The merging corporations are HealthTronics Surgical Services, Inc., a Georgia corporation ("**HealthTronics**"), and Prime Medical Services, Inc., a Delaware corporation ("**Prime**"); and

(b) HealthTronics shall be the surviving corporation (the "**Surviving Corporation**").

2. As provided in the Agreement and Plan of Merger dated June 11, 2004 by and between HealthTronics and Prime (the "**Merger Agreement**"), the Articles of Incorporation of the Surviving Corporation shall be amended and restated in the form attached hereto as Exhibit A.

3. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is 1301 S. Capital of Texas Highway, Suite B-200, Austin, Texas 78746.

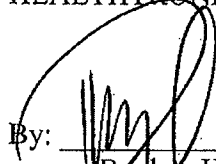
4. A copy of the Merger Agreement will be furnished by the Surviving Corporation upon request and without cost to any shareholder of any corporation that is a party to the merger.

5. The shareholders of HealthTronics, upon recommendation of the Board of Directors of HealthTronics, duly approved the merger at a special meeting held on November 9, 2004; and the stockholders of Prime, upon recommendation of the Board of Directors of Prime, duly approved the merger at a special meeting held on November 9, 2004.

6. The Merger shall be effective on November 10, 2004.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the duly authorized officer of the Surviving Corporation as of the 10th day of November, 2004.

HEALTHTRONICS, INC.



By: _____

Brad A. Hummel,
Chief Executive Officer and President

CORPORATIONS DIVISION

2004 NOV 10 A 11:11

SECRETARY OF STATE

Exhibit A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HEALTHTRONICS, INC.**

**ARTICLE I
NAME**

The name of the corporation is HealthTronics, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III
CAPITAL STOCK**

The total number of shares of all classes which the Corporation has the authority to issue is One Hundred Million (100,000,000) shares, of which: (i) Seventy Million (70,000,000) shares of stock are designated as common stock, without par value per share (the "**Common Stock**"), and (ii) Thirty Million (30,000,000) shares of stock are designated as preferred stock, without par value per share (the "**Preferred Stock**"), which may be issued in one or more series, the preferences, limitations and relative rights of each such series to be determined from time to time by the Board of Directors, which shall not require shareholder approval.

Subject to the preferences, limitations and relative rights of one or more classes or series of stock, as determined from time to time by the Board of Directors, and except as may be provided in the Georgia Business Corporations Code (the "**Code**"), the Common Stock shall be entitled to unlimited voting rights and to receive the net assets of the Corporation upon dissolution.

**ARTICLE IV
REGISTERED AGENT**

The registered agent of the Corporation is Frank M. Williams. The street address (including the county) of the Corporation's registered office is Suite 800 1170 Peachtree Street, N.E., Atlanta, Fulton County, Georgia 30309-6100.

**ARTICLE V
PRINCIPAL ADDRESS**

The mailing address of the principal office of the corporation is 1301 Capital of Texas Highway, Suite 200B, Austin, Texas 78746.

ARTICLE VI
LIMITATION OF DIRECTOR'S LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take action, from and after the date hereof; provided, however, that such liability shall not be eliminated for:

- (i) any appropriation, in violation of the director's duties, of any business opportunity of the Corporation;
- (ii) acts or omissions that involve intentional misconduct or a knowing violation of law;
- (iii) liability under Section 14-2-832 (or any successor provision or redesignation thereof) of the Code; or
- (iv) any transaction from which the director derived an improper personal benefit.

If at any time the Code shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Code, as so amended, without further action by the shareholders, unless the provisions of the Code, as amended, required further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article VI shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Code any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation or serves, or served at the request of the Corporation as a director or an officer of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings in advance of the final disposition of such proceedings, to the fullest extent permitted by the Code.

ARTICLE VIII
OUTSIDE INTERESTS

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of

Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent.

ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION

The Corporation reserves the right, at any time and from time to time, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, as provided in the Code. Notwithstanding the foregoing, Articles VI, VII and VIII, and this Article IX may not be altered, amended or repealed except by the affirmative vote of at least two-thirds of the shares entitled to vote thereon and the affirmative vote of a majority of the members of the entire Board of Directors. All rights, preferences, and privileges of any nature conferred upon stockholders, directors, or any other persons whomsoever by and pursuant to these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this Article IX.

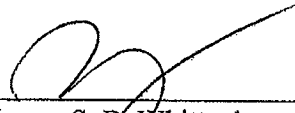
CORPORATIONS DIVISION
2004 NOV 10 A 11:11
SECRETARY OF STATE

**CERTIFICATE VERIFYING
PUBLICATION OF NOTICE OF MERGER**

The undersigned hereby certifies that a request for publication of notice of filing of Certificate of Merger pursuant to which Prime Medical Services, Inc. will be merged with and into HealthTronics Surgical Services, Inc. and payment therefor has been made as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, this Certificate is executed by the undersigned this 10th day of November, 2004.

By:



James S. B. Whittenburg
Senior Vice President – Development
and General Counsel

CORPORATIONS DIVISION
2004 NOV 10 A 11:11
SECRETARY OF STATE

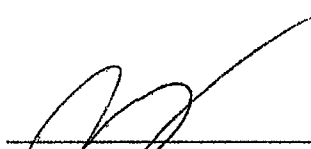
CERTIFICATE VERIFYING

PUBLICATION OF NOTICE OF CHANGE OF CORPORATE NAME

The undersigned hereby certifies that a request for publication of notice of filing of Amended and Restated Articles of Incorporation for HealthTronics Surgical Services, Inc. pursuant to which the corporate name shall be changed from "HealthTronics Surgical Services, Inc." to "HealthTronics, Inc." and payment therefor has been made as required by Section 14-2-1006.1 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, this Certificate is executed by the undersigned this 10th day of November, 2004.

By:



James S. B. Whittenburg
Senior Vice President – Development
and General Counsel