

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/02/2002 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------------|----------|----------------|-----------------------|
| BEI Medical Systems Company, Inc. | | 07/02/2002 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|---------------------------|
| Name: | BEI Medical Systems, Inc. |
| Street Address: | 2711 Centerville Road |
| Internal Address: | Suite 400 |
| City: | Wilmington |
| State/Country: | DELAWARE |
| Postal Code: | 19808 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 2

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------|
| Registration Number: | 2105708 | HTA |
| Registration Number: | 2089584 | HYDRO THERMABLATOR |

CORRESPONDENCE DATA

Fax Number: (612)331-2239
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-331-1464
 Email: michelle@nrslaw.com
 Correspondent Name: Wayne A. Sivertson
 Address Line 1: Suite 401, Broadway Place East
 Address Line 2: 3433 Broadway Street Northeast
 Address Line 4: Minneapolis, MINNESOTA 55413

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|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 55858/401/101 |
|-------------------------|---------------|

OP \$65.00 2105708

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|---|--------------------|
| NAME OF SUBMITTER: | Wayne A. Sivertson |
| Signature: | /WAS316/ |
| Date: | 07/19/2006 |
| Total Attachments: 5 source=Certificate of Meger#page2.tif source=Certificate of Meger#page3.tif source=Certificate of Meger#page4.tif source=Certificate of Meger#page5.tif source=Certificate of Meger#page6.tif | |

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:

"BROADWAY ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "BEI MEDICAL SYSTEMS COMPANY, INC." UNDER THE NAME OF "BEI MEDICAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JULY, A.D. 2002, AT 3:55 O'CLOCK P.M.



0804911 8100M

060674332

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4907249

DATE: 07-18-06

TRADEMARK
REEL: 003351 FRAME: 0032

CERTIFICATE OF MERGER

MERGING

BROADWAY ACQUISITION CORP.

WITH AND INTO

BEI MEDICAL SYSTEMS COMPANY, INC.

July 2, 2002

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) BROADWAY ACQUISITION CORP., which is incorporated under the laws of the State of Delaware; and

(ii) BEI MEDICAL SYSTEMS COMPANY, INC., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is BEI MEDICAL SYSTEMS COMPANY, INC., which will continue its existence as said surviving corporation upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The certificate of incorporation of BEI MEDICAL SYSTEMS COMPANY, INC., shall be amended in its entirety by reason of the merger herein and by striking out articles First through Seventh thereof, relating to the name, the registered office and registered agent of the corporation, the purpose, the authorized capital stock, the management of business and the powers and authority of the directors and stockholders of the corporation, and the liability of the directors of said surviving corporation, and by substituting in lieu thereof the following articles:

FIRST: The name of the corporation is:

BEI Medical Systems, Inc.

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is 3,000, and the par value of each of such shares is \$0.01, amounting in the aggregate to \$30.00 of capital stock.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for defining and regulating the powers of the corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the corporation by statute:

- (a) The election of directors need not be by written ballot.
- (b) The Board of Directors shall have the power and authority:
 - (1) to adopt, amend or repeal by-laws of the corporation, subject only to such limitation, if any, as may be from time to time imposed by law or by the by-laws; and
 - (2) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the assets, real, personal or mixed, and franchises of the corporation, including after-acquired property, and to exercise all of the powers of the corporation in connection therewith; and
 - (3) subject to any provision of the by-laws, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the corporation except as conferred by statute or authorized by the by-laws or by the Board of Directors.

SIXTH: No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of

fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article Seventh shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

5. The executed Merger Agreement is on file at the principal place of business of the aforesaid surviving corporation, at 100 Hollister Road, Teterboro, NJ 07608.

6. A copy of the aforesaid Merger Agreement will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Merger Agreement between the aforesaid constituent corporations provides that the merger herein certified shall be effective on the date of filing of this Certificate of Merger.

[The remainder of this page is intentionally left blank.]

This Certificate of Merger has been executed as of the date first above written.

BEI MEDICAL SYSTEMS COMPANY, INC.

/s/ Richard W. Turner

By: _____
Name: Richard W. Turner
Title: President and CEO