

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/10/1999

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Da Vinci Systems, Inc.		12/10/1999	CORPORATION: FLORIDA

**RECEIVING PARTY DATA**

Name:	Da Vinci Systems, Inc.
Street Address:	4397 NW 124 Avenue
City:	Coral Springs
State/Country:	FLORIDA
Postal Code:	33065
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	78434739	COLOR DECISION LIST
Registration Number:	3229051	RESOLVE

**CORRESPONDENCE DATA**

Fax Number: (415)591-1400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 415-591-1000  
 Email: trademarksSF@winston.com  
 Correspondent Name: Winston & Strawn LLP  
 Address Line 1: 101 California Street  
 Address Line 2: Suite 3900  
 Address Line 4: San Francisco, CALIFORNIA 94111-5894

ATTORNEY DOCKET NUMBER:	250166.01000
NAME OF SUBMITTER:	Jennifer A. Golinveaux

CH \$65.00 78434739

Signature:

/Jennifer A. Golinveaux/

Date:

05/10/2007

**Total Attachments: 3**

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CERTIFICATE OF MERGER

Merging

DA VINCI SYSTEMS, INC.  
(a Florida corporation)

Into

DA VINCI SYSTEMS, INC.  
(a Delaware corporation)

DA VINCI SYSTEMS, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES:

FIRST: That the Corporation was incorporated on December 6, 1999 under the name da Vinci Systems, Inc. pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That da Vinci Systems, Inc. ("Old da Vinci") was organized on November 9, 1990, pursuant to the 1989 Business Corporation Act of the State of Florida ("FBCA").

THIRD: That an Agreement and Plan of Merger, dated as of December 13, 1999, between the Corporation and Old da Vinci (the "Agreement"), providing for Old da Vinci to be merged into and survived by the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Corporation and Old da Vinci in accordance with Section 252 of the DGCL.

FOURTH: That the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger. The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation.

SIXTH: That the directors and officers of Old da Vinci shall be the directors and officers, respectively, of the Surviving Corporation, each to hold such office

until his or her successor shall be elected or appointed and qualified or until his or her earlier death, resignation or removal.

SEVENTH: That the Merger has been approved by the written consent Dynatech LLC, a Delaware limited liability company ("Dynatech"), the holder of all the issued and outstanding shares of common stock of the Corporation and Old da Vinci, in accordance with Section 228(a) of the DGCL and Section 607.0704 of the FBCA.

EIGHTH: That the executed Agreement is on file at an office of Dynatech Corporation at 3 New England Executive Park, Burlington, Massachusetts 01803. A copy will be furnished, on request and without cost, to any shareholder of the Corporation.

NINTH: That the number of shares of stock of all classes which Old da Vinci has authority to issue is fifth thousand (50,000), \$0.01 par value per share.

TENTH: Notwithstanding anything to the contrary, the Merger may be terminated and abandoned by the Board of Directors of the Corporation or Old da Vinci at any time prior to the filing of this Certificate.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by a duly authorized officer thereof.

DA VINCI SYSTEMS, INC.  
a Delaware corporation

By:   
Mark V.B. Tremallo  
Secretary

Dated: Dec 10, 1999