

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Adeza Biomedical Corporation		04/02/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Cytc Prenatal Products Corp.
Street Address:	250 Campus Drive
City:	Marlborough
State/Country:	MASSACHUSETTS
Postal Code:	01752
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	78821803	FULL TERM
Serial Number:	78821750	FULLTERM
Serial Number:	78326373	FULL TERM
Serial Number:	78271822	ADEZA
Serial Number:	78074195	TLI IQ
Serial Number:	78074192	TLI IQ
Serial Number:	76318068	QCETTE
Serial Number:	75659562	FFN
Serial Number:	75559117	TLI
Serial Number:	75371825	E-TEGRITY
Serial Number:	74102536	PTDCHECK
Serial Number:	74030977	ROMCHECK
Serial Number:	74018961	ADEZA
Serial Number:	74018960	A

OP \$365.00 78821803

CORRESPONDENCE DATA

Fax Number: (202)408-4400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2024084000
Email: docketing@finnegan.com
Correspondent Name: FINNEGAN, HENDERSON ET. AL.
Address Line 1: 901 New York Avenue, N.W.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20001

ATTORNEY DOCKET NUMBER:	09010.0999-00000
NAME OF SUBMITTER:	Lawrence R. Robins
Signature:	/Lawrence R. Robins/
Date:	10/19/2007

Total Attachments: 7
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Delaware

PAGE 1

The First State

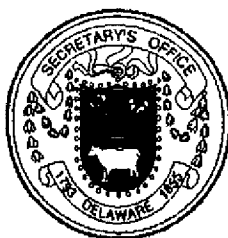
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AUGUSTA MEDICAL CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "ADEZA BIOMEDICAL CORPORATION" UNDER THE NAME OF "CYTYC PRENATAL PRODUCTS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF APRIL, A.D. 2007, AT 10:36 O'CLOCK A.M.

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

2615867 8100M

070386602



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5557134

DATE: 04-02-07

TRADEMARK
REEL: 003642 FRAME: 0768

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
AUGUSTA MEDICAL CORPORATION
INTO
ADEZA BIOMEDICAL CORPORATION**

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

Augusta Medical Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: Adeza Biomedical Corporation, a Delaware corporation (the "Subsidiary"), was incorporated on May 7, 1996, pursuant to the General Corporation Law of the State of Delaware and is existing thereunder.

SECOND: The Corporation was incorporated on February 9, 2007, pursuant to the General Corporation Law of the State of Delaware and is existing thereunder.

THIRD: The Corporation owns of record more than 90% of the outstanding shares of common stock, par value \$0.001 per share (the "Adeza Shares"), of the Subsidiary, the Adeza Shares being the only stock of the Subsidiary outstanding.

FOURTH: By unanimous written consent dated April 2, 2007, the board of directors of the Corporation adopted the following resolutions providing for the merger (the "Merger") of the Corporation into the Subsidiary, which resolutions have not been amended or rescinded and are in full force and effect:

RESOLVED, that subject to the approval of the sole stockholder of Augusta Medical Corporation (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the Corporation shall be merged (the "Merger") with and into Adeza Biomedical Corporation ("Adeza"), whereupon the separate existence of the Corporation shall cease, and Adeza shall be the surviving corporation (the "Surviving Corporation");

RESOLVED FURTHER, that the Merger is hereby approved pursuant to the provisions of Section 253 of the DGCL;

RESOLVED FURTHER, that the Merger shall become effective upon filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL (the "Effective Time");

RESOLVED FURTHER, that at the Effective Time, without any further action of the Corporation or the sole stockholder, (a) each share of common stock, par value \$0.001 per share, of Adeza (the "Adeza Shares") held by Adeza as treasury stock or owned by the Corporation shall be canceled, and no payment shall be made with respect thereto, (b) each Adeza Share outstanding immediately prior to the Effective Time (other than any Adeza Shares for which appraisal rights are perfected and except as otherwise provided in clause (a) above) shall be converted into the right to receive \$24.00 in cash without interest, upon surrender to Computershare Trust Company, N.A. (or such other agent as the Corporation deems appropriate) of the certificates formerly representing ownership of the Adeza Shares; and (c) each share of common stock of the Corporation outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully-paid and non-assessable share of common stock of the Surviving

Corporation and shall constitute the only outstanding shares of capital stock of the Surviving Corporation from and after the Effective Time;

RESOLVED FURTHER, that the name of the Surviving Corporation shall be changed in the Merger, so that, from and after the Effective Time, the name of the Surviving Corporation shall be Cytoc Prenatal Products Corp.;

RESOLVED FURTHER, that the certificate of incorporation of Adeza in effect immediately prior to the Effective Time shall be amended in its entirety at the Effective Time so as to read as set forth in Exhibit A attached hereto, and as so amended shall be the certificate of incorporation of the Surviving Corporation;

RESOLVED FURTHER, that the proposed Merger shall be submitted to the sole stockholder of the Corporation for approval by written consent pursuant to Section 228 of the DGCL; and

RESOLVED FURTHER, subject to the approval of the sole stockholder of the Corporation, that the officers of the Corporation are authorized on behalf of the Corporation to take any and all actions, to execute, deliver and file any and all documents, agreements and instruments (including, without limitation, a Certificate of Ownership and Merger) and to take any and all steps deemed by any such officer to be necessary or appropriate to carry out the purpose and intent of each of the foregoing resolutions, and all actions heretofore taken by any of them in furtherance thereof are hereby ratified and confirmed in all respects.

FIFTH: By written consent dated April 2, 2007 pursuant to Section 228 of the General Corporation Law of the State of Delaware, the sole holder of all the outstanding capital stock of the Corporation approved the Merger.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name by its duly authorized officer this 2nd day of April, 2007.

AUGUSTA MEDICAL CORPORATION

By: 

Name: Patrick J. Sullivan

Title: President

TRADEMARK

REEL: 003642 FRAME: 0771

EXHIBIT A

CERTIFICATE OF INCORPORATION
OF
CYTYC PRENATAL PRODUCTS CORP.

1. The name of the corporation is CYTYC PRENATAL PRODUCTS CORP.
2. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801 in the County of New Castle. The registered agent is The Corporation Trust Company.
3. 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.
4. The total number of shares of stock that the Corporation shall have authority to issue shall be one thousand (1000) shares of Common Stock, par value one-tenth of one cent (\$.001) per share.
5. Unless required by the Bylaws of the Corporation, the election of the Board of Directors need not be by written ballot.
6. The Board of Directors shall have the power to make, alter, or repeal the Bylaws of the Corporation.
7. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, for any act or omission, except that such directors may be liable (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under

Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article 7 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

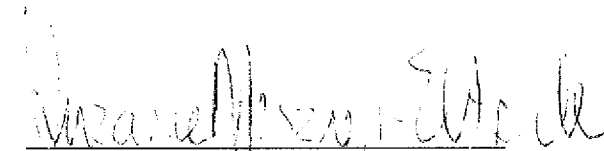
CYTYC CORPORATION

Secretary's Certificate

I, A. Suzanne Meszner-Eltrich, Sr. Vice President, General Counsel and Secretary of Cytoc Corporation, a Delaware corporation (the "Company"), do hereby certify that:

Cytoc Prenatal Products Corp., incorporated in Delaware on April 2, 2007, is a wholly owned subsidiary of Cytoc Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company this 6th day of August, 2007.



A. Suzanne Meszner-Eltrich
Sr. Vice President, General Counsel and Secretary