

09-29-2008

REC
T



103527194

To the Director of the U. S. Patent and Tra

Documents or the new address(es) below.

9-24-08



1. Name of conveying party(ies):

RADNET, INC., a New York Corporation

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) September 3, 2008

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: RADNET, INC., a Delaware Corporation

Internal

Address: _____

Street Address: 1510 Cotner Avenue

City: Los Angeles

State: CA

Country: USA Zip: 90025

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,639,209 3,296,186 3,337,792 3,337,802 3,411,061

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Mark S. Bicks

Internal Address: _____

Street Address: 1300 19th Street, NW, Suite 600

City: Washington

State: DC Zip: 20036

Phone Number: (202) 659-9076

Fax Number: (202) 659-9344

Email Address: msbdocket@roylance.com

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$140

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

09/26/2008 NJAMA1 00000030 2639209

01 FC:8521

Deposit Account Number _____

40.00 00
100.00 00

Authorized User Name _____

9. Signature:

Mark S. Bicks
Signature

September 24, 2008

Date

Mark S. Bicks

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: _____

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003861 FRAME: 0435

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 3, 2008.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CERTIFICATE OF MERGER
OF
RADNET, INC.,
a New York corporation
INTO
RADNET, INC.,
a Delaware corporation
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

1. (a) The name of the constituent corporation is RADNET, INC., a New York corporation.

(b) The name of the surviving corporation is RADNET, INC., a Delaware corporation.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Class or series of shares entitled to vote as a class</u>
RadNet, Inc. (NY)	36,569,466 Common Stock	Common Stock	Common Stock
RadNet, Inc. (DE)	100 Common Stock	Common Stock	Common Stock

3. The merger was authorized by the constituent New York domestic corporation in by a vote of at least two-thirds of the outstanding capital stock of such corporation.

4. The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith.

5. The date the initial certificate of incorporation of the constituent corporation was filed with the Department of State is October 21, 1985 under the original name of CCC FRANCHISING CORP. The surviving corporation is RADNET, INC., a corporation of the State of Delaware incorporated on the 19th day of June, 2008; the surviving corporation has not filed an application of authority with the Department of State and will not do business in the State of New York until it has filed an application of authority.

6. RadNet, Inc., a Delaware corporation, agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the domestic constituent corporation previously amendable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of the constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business

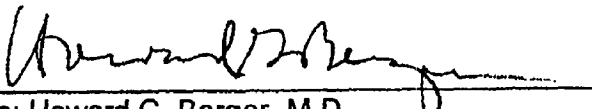
Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 1510 Cotner Avenue, Los Angeles, California 90025.

7. RadNet, Inc., a Delaware corporation, agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of the constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.

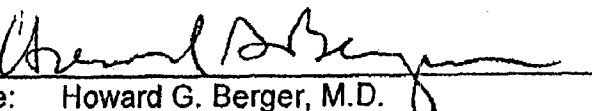
8. (a). The constituent domestic corporations hereby certifies that all fees and taxes, including penalties and interest, administered by the Department of Taxation and Finance of the State of New York which are now due and payable by such constituent domestic corporation have been paid and that a cessation franchise tax report, estimated or final, through the anticipated date of the merger has been filed by such constituent domestic corporation.

(b) RadNet, Inc., a Delaware corporation, agrees that it will within 30 days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes, including penalties and interest, if any, due to the Department of Taxation and Finance by the constituent domestic corporation.

RADNET, INC., a New York corporation

By: 
Name: Howard G. Berger, M.D.
Title: President and Chief Executive Officer

RADNET, INC., a Delaware corporation

By: 
Name: Howard G. Berger, M.D.
Title: President and Chief Executive Officer

CT-07

080903000442

CERTIFICATE OF MERGER

OF

RADNET, INC.
(a New York Corporation)

INTO

RADNET, INC.
(a Delaware Corporation)

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

FILED

2008 SEP -3 PM 12:45

lec

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 03 2008

TAX \$ _____
BY: *fmj*

SHEPPARD MULLIN
12275 EL CAMINO REAL, STE 200
SAN DIEGO, CA 92130

CUST Ref: 93CAS

DRAWDOWN

2008 SEP -3 PM 12:01

RECEIVED

492

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 OWNERSHIP, WHICH MERGES:

"RADNET, INC.", A NEW YORK CORPORATION,
WITH AND INTO "RADNET, INC." UNDER THE NAME OF "RADNET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF SEPTEMBER, A.D. 2008, AT 1:44 O'CLOCK P.M.

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

4528434 8100M

080922244



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6827690

DATE: 09-03-08

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 003861 FRAME: 0440

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

RADNET, INC.
a New York corporation

INTO

RADNET, INC.
a Delaware corporation

RadNet, Inc., a corporation organized and existing under the laws of the State of New York,

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Business Corporation Law of the State of New York, on the 21st day of October, 1985.

SECOND: That it owns all of the outstanding shares of the capital stock of RadNet, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on the 19th day of June, 2008.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, dated the 5th day of June, 2008, determined to merge itself into RadNet, Inc., a Delaware corporation:

WHEREAS, it is in the best interest of the Corporation that it merge itself into RadNet, Inc., a Delaware corporation, its wholly owned subsidiary ("Surviving Corporation").

NOW, THEREFORE, BE IT RESOLVED, that the Corporation, merge itself into its wholly owned subsidiary, Surviving Corporation, which corporation assumes all of the obligations of the Corporation.

RESOLVED FURTHER, that the terms and conditions of the merger are as follows: Upon completion of the merger, the holders of the common stock of the Corporation shall receive an equivalent number of shares of the common stock of Surviving Corporation and shall have no further claims of any kind or nature; and all of the capital stock of Surviving Corporation held by the Corporation shall be surrendered and cancelled.

RESOLVED FURTHER, that this merger has been approved by the holders of at least two-thirds of the outstanding shares of capital stock of the Corporation, at a meeting duly called for the purpose.

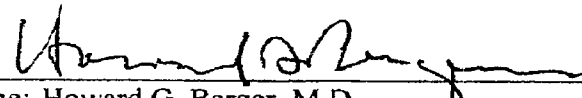
RESOLVED FURTHER, that the Secretary of the Corporation be and he hereby is authorized to prepare, execute and cause to be filed a Certificate of Ownership and Merger with the office of the Delaware Secretary of State.

RESOLVED FURTHER, that the merger shall be effective upon filing of such Certificate with the Secretary of State of Delaware.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger being filed with the Delaware Secretary of State becomes effective.

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 2nd day of September, 2008.

RADNET, INC., a New York corporation

By: 
Name: Howard G. Berger, M.D.
Title: President and Chief Executive Officer