

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 08/06/2001 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Omnicell.com | | 08/06/2001 |
| | | | Entity Type |
| | | | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Omnicell, Inc. | | |
| Street Address: | 1201 Charleston Road | | |
| City: | Mountain View | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 94043 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 2229526 | OMNIRX |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (650)849-7400 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 650 843 5000 | | |
| Email: | trademarks@cooley.com | | |
| Correspondent Name: | Susan Berney-Key/Cooley Godward Kronish | | |
| Address Line 1: | 777 6th Street, NW | | |
| Address Line 2: | Suite 1100 | | |
| Address Line 4: | Washington, DISTRICT OF COLUMBIA 20001 | | |
| ATTORNEY DOCKET NUMBER: | 155649-203 | | |
| NAME OF SUBMITTER: | Susan D. Berney-Key | | |
| Signature: | /Susan D. Berney-Key/ | | |

CH \$40.00 2229526

Date:

08/03/2009

Total Attachments: 8

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State of Delaware

Office of the Secretary of State

FILED

In the Office of the Secretary of State
of the State of California
PAGE 1

AUG 16 2001 *wb*

Bill Jones
BILL JONES, Secretary of 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:

"OMNICELL.COM", A CALIFORNIA CORPORATION,

WITH AND INTO "OMNICELL MERGER CORPORATION" UNDER THE NAME OF "OMNICELL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3213344 8100M

AUTHENTICATION: 1292867

010396408

DATE: 08-13-01

TRADEMARK

REEL: 004035 FRAME: 0900

CERTIFICATE OF MERGER

OF

OMNICELL.COM
a California corporation

INTO

OMNICELL MERGER CORPORATION
a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

| Name | State of Incorporation |
|-----------------------------|-------------------------------|
| Omnicell.com | California |
| Omnicell Merger Corporation | Delaware |

2. An Agreement and Plan of Merger dated as of August 6, 2001 (the "Agreement of Merger") between Omnicell.com and Omnicell Merger Corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Omnicell Merger Corporation, a Delaware corporation. Upon the effectiveness of the filing of this Certificate of Merger, Omnicell Merger Corporation will change its name to Omnicell, Inc., and Article I of the Amended and Restated Certificate of Incorporation of Omnicell Merger Corporation shall be amended by changing the name of the corporation to "Omnicell, Inc."

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1101 East Meadow Drive, Palo Alto, CA 94303.

5. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

6. The authorized capital stock of Omnicell.com consists of (a) 40,000,000 shares of Common Stock, no par value per share and (b) 18,500,000 shares of Preferred Stock, no par value per share.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/06/2001
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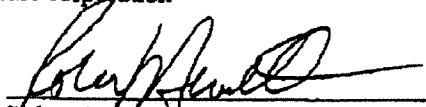
TRADEMARK
REEL: 004035 FRAME: 0901

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, Omnicell Merger Corporation, and attested to by its officers thereunto duly authorized.

Dated as of August 6, 2001.

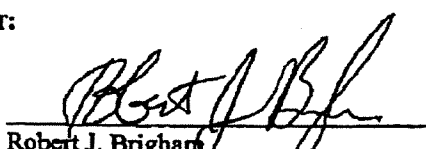
OMNICELL MERGER CORPORATION,
a Delaware corporation

By:


Robert Y. Newell, IV
Chief Financial Officer

ATTEST:

By:


Robert J. Brigham
Secretary

STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

EXPIRATION DATE: November 15, 2001

August 1, 2001

OMNICELL COM
1101 E MEADOW DR
PALO ALTO CA 94303-4235

ISSUED TO : OMNICELL.COM
ENTITY ID : 1825856

This letter certifies that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond, deposit, or other security.

Please note the following:

- * A final tax return, if not already filed, is due two months and 15 days after the close of the month in which dissolution or withdrawal takes place. If the corporation was inactive prior to that date, attach a statement to the tax return giving the date it became inactive.
- * Filed tax returns remain subject to audit until the expiration of the statute of limitations.
- * If the corporation does not file the tax returns, we may issue additional assessments.

We sent a copy of this Tax Clearance Certificate to the Secretary of State. Please retain this letter for your records.

PLEASE NOTE: By the expiration date above, the corporation must file all documents required by the Secretary of State to dissolve, withdraw, or merge. If the corporation does not complete this process, it will remain subject to the filing requirements of the Bank and Corporation Tax Law.

To obtain these documents, please write to:

SECRETARY OF STATE
1500 11th St., 3rd Floor
SACRAMENTO, CA 95814-5701

TRADEMARK
REEL: 004035 FRAME: 0903

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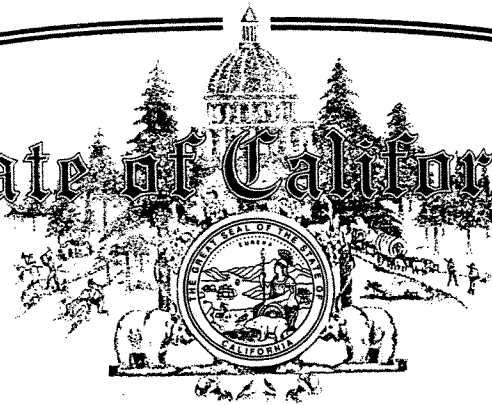
August 1, 2001
OMNICELL.COM
ENTITY ID : 1825856
Page 2

You can also call them at (916) 657-5448 or access their website at
www.ss.ca.gov

Tax Clearance Unit
Taxpayer Services Center
Telephone (800) 852-5711



State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 06 2001



Bill Jones

Secretary of State

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AMENDED STATEMENT BY
FOREIGN CORPORATION

FILED
In the Office of the Secretary of State
of the State of California

AUG 16 2001 *eks*

Bill Jones
BILL JONES, Secretary of State

Omnicell, Inc.

(Name of Corporation)

_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was _____

Omnicell Merger Corporation

Omnicell, Inc.

(Name of Corporation)

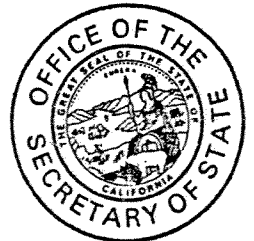
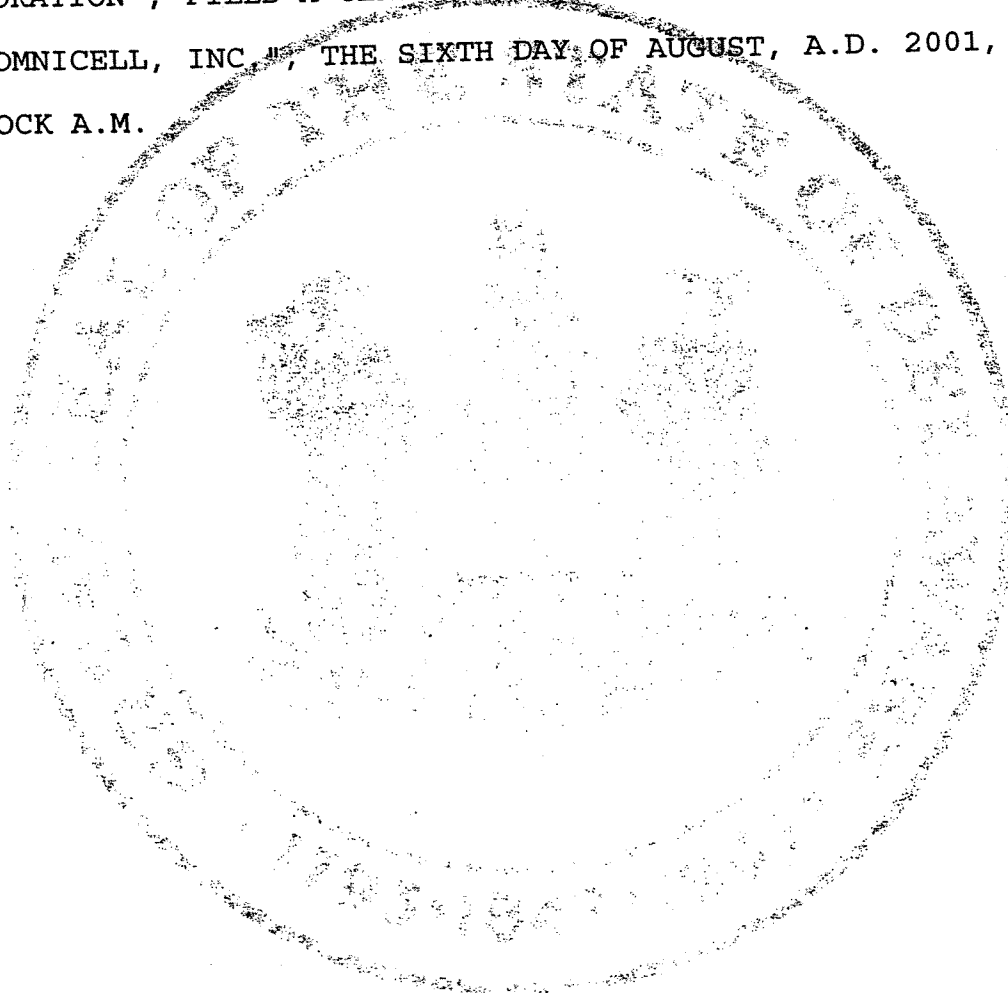
Robert J. Brigham
(Signature of Corporate Officer)

Robert J. Brigham, Secretary

(Typed Name and Title of Officer Signing)

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "OMNICELL MERGER CORPORATION", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "OMNICELL, INC.", THE SIXTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1292874

DATE: 08-13-01

TRADEMARK

REEL: 004035 FRAME: 0907

3213344 8320

010396411

RECORDED: 08/03/2009