

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2002		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	RESPIRONICS GEORGIA, INC.		12/16/2002
			Entity Type
			CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	RESPIRONICS, INC.		
Street Address:	175 CHASTAIN MEADOWS COURT		
City:	KENNESAW		
State/Country:	GEORGIA		
Postal Code:	30144		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1612835	WALLABY
CORRESPONDENCE DATA			
Fax Number:	(914)333-9692		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(914) 945-6000		
Email:	Timothy.Nathan@philips.com, Lillian.Drumheller@philips.com		
Correspondent Name:	TIMOTHY NATHAN, ESQ.		
Address Line 1:	P.O. BOX 3001		
Address Line 2:	PHILIPS IP&S		
Address Line 4:	BRIARCLIFF MANOR, NEW YORK 10510-8001		
ATTORNEY DOCKET NUMBER:	WALLABY #38715		
NAME OF SUBMITTER:	Lillian K. Drumheller		
Signature:	/Lillian K. Drumheller/		

CH \$40.00 1612835

Date:

09/13/2010

Total Attachments: 4

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 023650650
CONTROL NUMBER : K301716
EFFECTIVE DATE : 12/31/2002
REFERENCE : 0093
PRINT DATE : 12/31/2002
FORM NUMBER : 411

C T CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE ST.,NE
ATLANTA GA 30361

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

RESPIRONICS, INC., A DELAWARE CORPORATION

Nonsurviving Entity/Entities:

RESPIRONICS GEORGIA, INC., A GEORGIA CORPORATION



A handwritten signature in black ink, appearing to read "Cathy Cox".

CATHY COX
SECRETARY OF STATE

ARTICLES OF MERGER
OF
RESPIRONICS GEORGIA, INC.
INTO
RESPIRONICS, INC.

Pursuant to the provisions of the Georgia Business Corporation Code, the undersigned corporations adopt the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A.
2. Shareholder approval of the merger was not required.
3. The merger shall become effective at 11:59 p.m. on December 31, 2002.
4. Respiroincs, Inc., the surviving corporation, certifies that a Notice of Merger and a publishing fee of \$40 have been mailed or delivered to an authorized newspaper, as required by law.

Date: Dec. 16, 2002

RESPIRONICS, INC.

By: 

Title: Daniel A. Beleviro, VP & CFO

Date: Dec. 16, 2002

RESPIRONICS GEORGIA, INC.

By: 

Title: James C. Wall, VP

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated as of the 16th day of December, 2002 by and between RESPIRONICS, INC., a Delaware corporation ("Respironics" or the "Surviving Corporation"), and RESPIRONICS GEORGIA, INC., a Georgia corporation ("RIGA") (Respironics and RIGA being herein sometimes collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Constituent Corporations desire that RIGA be merged with and into Respironics, with Respironics being the surviving corporation, upon the terms and conditions set forth herein;

WHEREAS, the Board of Directors of RIGA have adopted resolutions approving this Agreement in accordance with the Georgia Business Corporation Code (the "GABCC"); and

WHEREAS, the Board of Directors of Respironics have adopted resolutions approving this Agreement in accordance with the Delaware General Corporation Law (the "DEGCL").

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and intending to be legally bound hereby, RIGA and Respironics hereby agree as follows:

1. **Terms of Merger.** At the Effective Time (as hereinafter defined), RIGA shall be merged with and into Respironics pursuant to the provisions of the GABCC and the DEGCL (the "Merger").
2. **Surviving Corporation.** The corporation surviving the Merger shall be Respironics.
3. **Treatment of Shares.** At the Effective Time, (a) the shares of capital stock of Respironics issued and outstanding immediately prior to the Merger shall remain outstanding, without change therein by reason of the Merger; (b) each share of capital stock of RIGA issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed retired and cancelled without necessity of further action.
4. **Effective Time.** If this Agreement is not terminated as contemplated by Section 8 hereof, (i) a Certificate of Ownership and Merger (the "Certificate of Merger"), executed in accordance with the DEGCL, shall be delivered to the Delaware Secretary of State for filing and (ii) Articles of Merger (the "Articles of Merger"), executed in accordance with the GABCC, shall be delivered to the Georgia Secretary of State for filing. The Merger shall become effective at 11:59 p.m. on December 31, 2002 (the "Effective Time").
5. **Articles of Incorporation.** The Articles of Incorporation of Respironics as in effect at the Effective Time, from and after the Effective Time and until further amended as provided by applicable law, shall be, and may be separately certified as, the Articles of Incorporation of the Surviving Corporation.

6. **Bylaws.** The Bylaws of Respironics, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

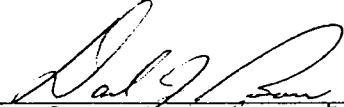
7. **Directors and Officers.** At the Effective Time, the Board of Directors of the Surviving Corporation shall consist of those persons who were directors of Respironics immediately prior to the Effective Time, and the officers of the Surviving Corporation shall be the persons who were officers of Respironics immediately prior to the Effective Time, each such person to hold, in accordance with the Bylaws and at the pleasure of the Board of Directors of the Surviving Corporation, the same office or offices with the Surviving Corporation as he or she then held with Respironics.

8. **Termination and Amendment.** This Agreement may be terminated by the Board of Directors of either Respironics or RIGA at any time prior to the Effective Time. In addition, the Boards of Directors of Respironics and RIGA may amend this Agreement at any time prior to the Effective Time.

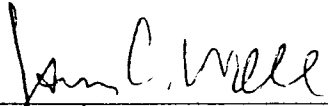
9. **Miscellaneous.** At the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of RIGA shall be transferred to, vested in and devolve upon Respironics without further act or deed and all property, rights, and every other interest of Respironics and RIGA shall be as effectively the property of Respironics as they were of Respironics and RIGA respectively. RIGA hereby agrees from time to time, as and when requested by Respironics or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Respironics may deem necessary or desirable in order to vest in and confirm to Respironics title to and possession of any property of RIGA acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of RIGA and the proper officers and directors of Respironics are fully authorized in the name of RIGA or otherwise to take any and all such action.

IN WITNESS WHEREOF, Respironics and RIGA have caused this Agreement to be executed as of the date first above written.

RESPIRONICS, INC.

By: 
Name: Daniel J. Benevino
Title: VP & CFO

RESPIRONICS GEORGIA, INC.

By: 
Name: James C. Ubill
Title: Vice President