

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---------------------------|---|----------|---------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/30/2011 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Ophthalmic Imaging Systems | | 12/30/2011 |
| | | | Entity Type |
| | | | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Merge Healthcare Solutions Inc. | | |
| Street Address: | 200 E. Randolph Street, Suite 2435 | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60601 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 6 | | | |
| | Property Type | Number | Word Mark |
| | Serial Number: | 78310423 | AUTOMONTAGE |
| | Serial Number: | 78288767 | OPHTHALMOLOGY OFFICE |
| | Serial Number: | 78890545 | OIS SYMPHONY |
| | Serial Number: | 77083577 | IRI |
| | Serial Number: | 77083572 | INTEGRATED RETINAL IMAGER |
| | Serial Number: | 77931574 | OIS EYESCAN |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4142716560 | | |
| | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | |
| Phone: | 414-271-6560 | | |
| Email: | mkeipdocket@michaelbest.com | | |
| Correspondent Name: | Ariana G. Voigt | | |
| Address Line 1: | 100 East Wisconsin Avenue, Suite 3300 | | |

OP \$165.00 78310423

Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER: 026436-5126 US00

NAME OF SUBMITTER: Ariana G. Voigt

Signature: /ariana g voigt/

Date: 07/20/2012

Total Attachments: 2

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FILED

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

DEC 30 2011

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of December 30, 2011, is entered into by and between Merge Healthcare Solutions Inc., a Delaware corporation (the "Corporation"), and Ophthalmic Imaging Systems, a California corporation ("OIS").

EFFECTIVE
DATE

JAN 01 2012

WITNESSETH:

WHEREAS, the Corporation and OIS deem it advisable that OIS be merged with and into the Corporation with the Corporation continuing as the surviving corporation (the "Merger"), upon the terms set forth herein and in accordance with the Delaware General Corporation Law, as amended (the "DGCL"), and the California Corporations Code, as amended (the "CCC"); and

WHEREAS, the Board of Directors and sole stockholder of each of the Corporation and OIS have duly adopted and approved this Agreement and the Merger as required by the DGCL and the CCC.

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE 1

Effect of the Merger;
Canceling of Shares

Section 1.1 At the Effective Time (as hereinafter defined), OIS shall be merged with and into the Corporation, the separate corporate existence of OIS (except as may be continued by operation of law) shall cease, and the Corporation shall continue as the surviving corporation, all with the effects provided by the DGCL and the CCC. The Corporation, in its capacity as the surviving corporation of the Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

Section 1.2 At the Effective Time, each share of capital stock of OIS issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by OIS, the Corporation or any other person, be canceled without consideration. The issued and outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the Merger.

Section 1.3 Upon the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, and be subject to all the duties and liabilities of OIS; and all rights, privileges, immunities and franchises of OIS and all property, real, personal and mixed, and all debts due on whatever accounts, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to OIS shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and title to any real estate, or any interest therein, vested in OIS shall not revert or be in any way impaired by reason of the Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of OIS

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the day and year first written above.

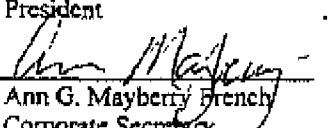
MERGE HEALTHCARE SOLUTIONS INC.

By: 
Name: Justin C. Dearborn
Title: President

By: 
Name: Ann G. Mayberry French
Title: Corporate Secretary

OPHTHALMIC IMAGING SYSTEMS

By: 
Name: Justin C. Dearborn
Title: President

By: 
Name: Ann G. Mayberry French
Title: Corporate Secretary

[AGREEMENT AND PLAN OF MERGER]