

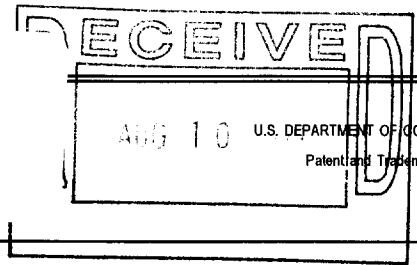
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BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231
Please record and index the attached original documents or copy thereof.

1. Name of conveying party(ies): Corometrics Medical Systems, Inc.
State of Delaware Corporation

2. Name and address of receiving party(ies):
Name: GE Marquette Medical Systems, Inc.

Address: 8200 West Tower Avenue
City: Milwaukee State: WI Zip: 53223

Type of Company: A Corporation
Corporation-State: Wisconsin

3. Nature of Conveyance: Certificate of Dissolution of Corometrics Medical Systems, Inc.

Execution Date: December 17, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,786,573

Additional numbers attached? Yes No

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

Dyann L. Kostello
Michael Best & Friedrich LLP
Suite 3300
100 East Wisconsin Avenue
Milwaukee, WI 53202-4108

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Thomas A. Miller
Name of Person Signing

Signature

August 10, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

United States Postal Service Express Mail Mailing Label No. EL047582555US

cc: Docketing

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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "COROMETRICS MEDICAL SYSTEMS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

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



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Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION:

9478960

DATE:

12-22-98

TRADEMARK
REEL: 001949 FRAME: 0578


**CERTIFICATE OF DISSOLUTION
COROMETRICS MEDICAL SYSTEMS, INC.
(a Delaware corporation)**

The undersigned officer of Corometrics Medical Systems, Inc., a Delaware corporation (the "Company"), does hereby certify on behalf of the Company, pursuant to Sections 103 and 275 of the Delaware General Corporation Law, as amended (the "DGCL"), the following:

- (1) The name of the Company is Corometrics Medical Systems, Inc.
- (2) The dissolution of the Company was authorized on December 17, 1998.
- (3) The dissolution of the Company was authorized pursuant to the written consent of the sole stockholder of the Company in accordance with Section 275(c) of the DGCL.
- (4) The names and addresses of the directors and officers of the Company are as follows:

Name	Title	Address
John M. O'Malley	Director and Secretary	8200 W. Tower Ave. Milwaukee, WI 53223
Frederick A. Robertson	President	8200 W. Tower Ave. Milwaukee, WI 53223
Mary M. Kabacinski	Vice President and Treasurer	8200 W. Tower Ave. Milwaukee, WI 53223

IN WITNESS WHEREOF, the undersigned has executed this document on behalf of the Company on this 17 day of December, 1998.

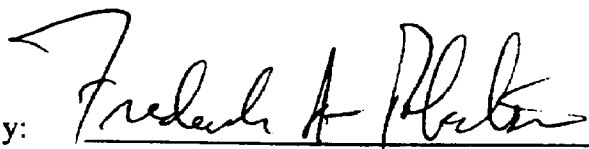

John M. O'Malley
Secretary

Appendix A**PLAN OF COMPLETE LIQUIDATION
General Assignment**

Corometrics Medical Systems, Inc. a Delaware corporation now in dissolution (the "Company"), hereby assigns, conveys, distributes and transfers to GE Marquette Medical Systems, Inc., a Delaware corporation, as owner of all of its issued and outstanding shares (the "Assignee"), all its remaining property and assets (tangible or intangible, real or personal), if any, subject to its liabilities and obligations, in exchange for and in complete redemption and cancellation of all of the Company's shares.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of this 17th day of December, 1998

COROMETRICS MEDICAL SYSTEMS, INC.

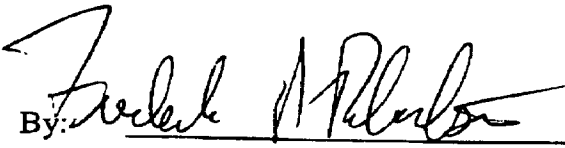
By: 
Frederick A. Robertson
President

ACCEPTANCE OF ASSIGNMENT

Assignee hereby accepts the foregoing assignment, subject to the Company's liabilities, in cancellation of the Company's stock.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance of Assignment as of this 17th day of December, 1998.

GE MARQUETTE MEDICAL SYSTEMS, INC.

By: 
Frederick A. Robertson
President and Chief Executive Officer