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HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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: 53233

Type of Company: A Corporation

Corporation-State: Wisconsin

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of Conveyance: Certificate of Dissolution of Corometrics Medical Systems, Inc. (including General Assignment)
Execution Date: December 17, 1998

4. A. Trademark Application No.(s) 75/507,273

(Designation must be a separate document from Assignment)
Additional Trademark Registration No.(s) Yes No

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

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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.

Dyann L. Kostello
Name of Person Signing

February 17, 2000

Date

Total number of pages including cover sheet, attachments, and document: 3

United States Postal Service Express Mail Mailing Label No. EL402997647US

cc: Docketing


**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
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
Frederick A. Robertson
President and Chief Executive Officer

::ODMA\PCDOCS\CHICAGO4\757470\1 December 15, 1998 (7:06pm)