

09-25-2001



REC

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U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

<p>1. Name and address of conveying party(ies): <i>9/19/01</i></p> <p>Name: <u>ICS Medical Corporation</u> Address: <u>125 Commerce Drive</u> <u>Schaumburg, IL 60173-5329</u></p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation, State of <u>Delaware</u> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>GN ReSound Corporation</u> Address: <u>220 Saginaw Drive</u> <u>Redwood City, CA 94063</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation, State of <u>California</u> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: 12-13-00

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application Number(s):</p> <p>76/070,675 76/070,790 Filed Filed June 15, 2000 June 15, 2000</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration Number(s):</p> <p>1,365,419 1,769,231 Issued Issued October 15, 1985 May 4, 1993</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: <u>McCutchen, Doyle, Brown, & Enersen, LLP</u> <u>Attn: Mary Dougherty</u></p> <p>Address: <u>Three Embarcadero Center, Suite 1800</u> <u>San Francisco, California 94111</u></p>	<p>6. Total applications and registrations involved: <u>4</u></p> <p>7. Total fee (37 C.F.R. § 3.41)(\$40.00 first mark plus \$25 per additional mark): <u>\$115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account. <input checked="" type="checkbox"/> The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to Deposit Account Number 50-0664.</p> <p>8. Deposit Account Number: <u>50-0664</u></p>
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DO NOT USE THIS SPACE

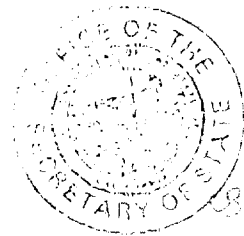
9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Barbara Friedman *Barbara Friedman* 9/19/01
Name Signature Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

09/25/2001 DIA21 0000002 76070675
01 FC:481 40.00 DP
02 FC:482 75.00 DP



SECRETARY OF STATE

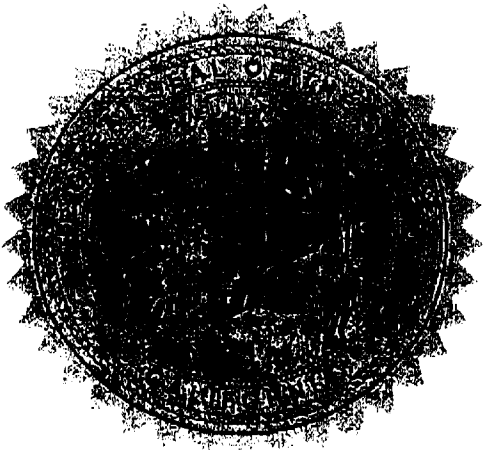
I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, 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

DEC 15 2000

Secretary of State



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ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

DEC 14 2000

BILL JONES, SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP

OF

ICS MEDICAL CORPORATION

INTO

GN RESOUND CORPORATION

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the domestic parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is GN ReSound Corporation (herein after sometimes referred to as the "Corporation").
2. The name of the subsidiary corporation, which is a business corporation of the State of Delaware and which is to be the disappearing corporation under the merger herein certified, is ICS Medical Corporation.
3. The Corporation owns 100% of the outstanding shares of ICS Medical Corporation.
4. The following is a copy of the resolution to merge ICS Medical Corporation into the Corporation as adopted and approved by the Board of Directors of the Corporation:

WHEREAS, in the judgment of the Board of Directors, it is advisable and in the best interests of the Corporation that the Corporation merge its wholly-owned subsidiary, ICS Medical Corporation, a Delaware corporation ("ICS Medical"), into the Corporation.

NOW THEREFORE, BE IT RESOLVED, that the Corporation, which is a business corporation of the State of California and is the owner of all of the outstanding shares of ICS Medical, which is a business corporation of the State of Delaware, does hereby merge ICS Medical into the Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the General Corporation Law of the State of California and does hereby assume all of the liabilities and obligations of ICS Medical;

FURTHER RESOLVED, that ICS Medical shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of Delaware, and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of California;

FURTHER RESOLVED, that the issued shares of ICS Medical shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of ICS Medical, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished;

FURTHER RESOLVED, that the Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of ICS Medical, as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

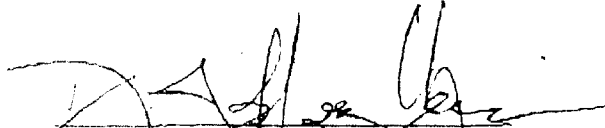
Lord, Bissell & Brook
Attn: Janet O. Love, Esq.
115 South LaSalle Street
Chicago, Illinois 60603

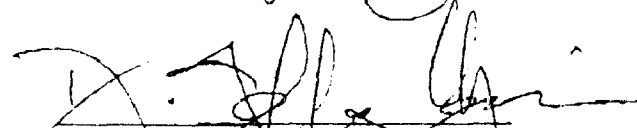
FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger herein provided for and the intent of the foregoing resolutions; and

FURTHER RESOLVED, that the effective date of the merger shall be December 14, 2000.

On the date set forth below, in the City of Chicago in the State of Illinois, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed this certificate in the official capacity set forth beneath his signature, and that the statements set forth in this certificate are true to his own knowledge.

Signed on December 13, 2000


D. Jeffery Grimes, Vice President
of GN ReSound Corporation


D. Jeffery Grimes, Secretary
of GN ReSound Corporation

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