

State of Delaware  
Office of the Secretary of State

24211

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 OWNERSHIP, WHICH MERGES:

"THE PELTON & CRANE COMPANY", A DELAWARE CORPORATION, WITH AND INTO "SIEMENS MEDICAL SYSTEMS, INC." UNDER THE NAME OF "SIEMENS MEDICAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1994, AT 11 O'CLOCK A.M.

RECEIVED  
JUL 25 12 50 PM '94

FILED  
JUL 29 1994  
By [Signature] 126781



[Signature of Edward J. Freel]

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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944125424

DATE:

07-08-94

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**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**THE PELTON & CRANE COMPANY**  
**WITH AND INTO**  
**SIEMENS MEDICAL SYSTEMS. INC.**

Pursuant to Section 253 of the Delaware General Corporation Law

Siemens Medical Systems, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Parent Corporation"),  
 DOES HEREBY CERTIFY:

**FIRST:** That the Parent Corporation was incorporated on the 19th day of July, 1982, pursuant to the Delaware General Corporation Law.

**SECOND:** That the Parent Corporation owns 100% of the issued and outstanding stock of The Pelton & Crane Company ("Subsidiary"), a corporation incorporated on the 18th day of May, 1971, pursuant to the Delaware General Corporation Law.

**THIRD:** That the Parent corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of its Board of Directors, on the 27th day of June, 1994, determined to merge Subsidiary with and into the Parent Corporation:

"RESOLVED, that Siemens Medical Systems, Inc. ("Parent Corporation") merge The Pelton & Crane Company, a Delaware corporation ("Subsidiary"), with and into the Parent Corporation (the "Merger");

RESOLVED, that the Merger shall become effective after the close of business on June 30, 1994 (the "Effective Time");

RESOLVED, that at the Effective Time, the separate existence of Subsidiary shall cease. Subsidiary shall be merged with and into the Parent Corporation, which shall be the surviving corporation (the "Surviving Corporation"), and the Surviving Corporation shall be liable for all obligations and liabilities of Subsidiary, and any claims existing and actions or proceedings pending by or against Subsidiary may be enforced as if the Merger had not taken place;

RESOLVED, that the Certificate of Incorporation and Bylaws of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation;

RESOLVED, that the name of the surviving corporation shall be Siemens Medical Systems, Inc.

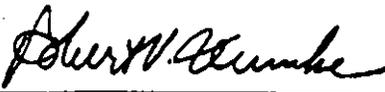
RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$1.00 per share, of the Parent Corporation which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time as the stock of the Surviving Corporation;

RESOLVED, that the directors and officers of the Parent Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation and shall hold offices in accordance with and subject to the Certificate of Incorporation of the Surviving Corporation, as in effect as of the Effective Time;

RESOLVED, that the proper officers of the Parent Corporation are hereby authorized and directed to take all actions and prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Parent Corporation, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effectuate the Merger."

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Ownership and Merger to be signed by Robert V. Dumke, its President, and attested by David S. Machlowitz, its Secretary, as of this 28<sup>th</sup> day of June, 1994.

SIEMENS MEDICAL SYSTEMS, INC.

By:   
Robert V. Dumke  
President

ATTEST:  
By:   
David S. Machlowitz  
Secretary