

Filing fee: \$75.00

63257

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

..... Ohmeda, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST. A Certificate of Authority was issued to the corporation by your office on December 31, 1990, authorizing it to transact business in Rhode Island under the name of Ohmeda, Inc.

SECOND. The corporate name of the corporation has changed to Datex-Ohmeda, Inc.

..... [If no change, so indicate]

THIRD. The name which it elects to use hereafter in Rhode Island is

FOURTH. It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

[If no other or additional purposes are proposed, insert "No change"]

No Change

FILED

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By CLH/3
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FIFTH. Other amendments, if any, to Certificate of Authority previously issued:
[see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement Unit Shares are without Par Value
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- (A) An estimate of the value of all property to be owned by it for the following year, wherever located, is \$
- (B) An estimate of the value of its property to be located within Rhode Island during such year is \$
- (C) An estimate of the gross amount of business to be transacted by it during such year is \$
- (D) An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$

Dated 5/12, 1999

Datex-Ohmeda, Inc.

By

Richard Atkin

Its

President

and

Joseph Bourgart

Its Secretary

STATE OF MASSACHUSETTS

COUNTY OF MIDDLESEX

} SC

At Newbury, in said County on the day
of 19, before me personally appeared
Richard Atkin, who being by me first duly sworn, declared that he is the
of Datex-Ohmeda, Inc.,
that he signed the foregoing document as such President & CEO
of the corporation, and that the statements therein contained are true.

Helen Helen Maggio
Notary Public

my commission expires 3/30/03

(NOTARIAL SEAL)

CONSENT OF USE OF NAME

DATEX-ENGSTROM, INC., a corporation organized under the laws of the State of Delaware, effectively merged into OHMEDA INC., a corporation organized under the laws of the State of Delaware, as of the close of business on December 31, 1998. OHMEDA INC., the surviving corporation, then amended its Certificate of Incorporation to change its name to DATEX-OHMEDA, INC.

DATEX-ENGSTROM, INC. consents to the name change of OHMEDA INC. in the State of Rhode Island.

IN WITNESS WHEREOF, the said Richard Atkin has caused this consent to be executed by its President, this 28 day of July, 1999.

By: _____



Richard Atkin, President
of Datex-Ohmeda, Inc., successor in interest
to Datex-Engstrom, Inc.

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RECEIVED
JUL 15 1999
FBI - NEW YORK

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 MERGER, WHICH MERGES:

"DATEX-ENGSTROM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "OHMEDA INC." UNDER THE NAME OF "DATEX-OHMEDA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, AT 11:35 O'CLOCK A.M.

FILED

AUG 05 1999

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Edward J. Freel, Secretary of State

AUTHENTICATION:

9905447

DATE:

08-05-99