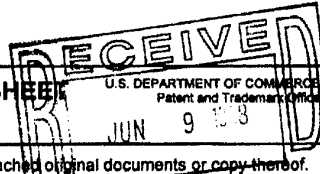


06-17-1998



FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)



1 SHEET

100740591

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

1. Name of conveying party(ies): **MAD 6.7.98**
 DSP Worldwide, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Genzyme Surgical Products Corporation
 Internal Address: Attn: Vice President-Technologies
 Street Address: 600 Airport Road
 City: Fall River State: MA Zip: 02720

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: YES No N/A

(Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? YES NO

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 24, 1997

4. Application number(s) or patent number(s):

| | |
|---|--|
| A. Trademark Application No.(s) <u>75/351411</u> <u>75/266961</u> <u>75/203535</u> | B. Trademark Registration No.(s) See Exhibit A attached hereto and made a part hereof by reference. |
|---|--|

Additional numbers attached? YES

| | |
|--|---|
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Benedict A. Monachino</u> Internal Address: <u>Partridge, Snow & Hahn</u> Street Address: <u>180 South Main Street</u> City: <u>Providence</u> State: <u>RI</u> Zip: <u>02903</u> | 6. Total number of applications and registrations involved: 18 7. Total fee (37 CFR 3.41) <u>\$ 465.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account, if necessary |
| | 8. Deposit account number: <u>02-4800</u> (Attach duplicate copy of this page if paying by deposit account) |

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.

B. Parker Livingston, Jr. June 9, 1998
 Name of Person Signing Signature Date

06/16/1998 SMITH 00000132 75351411 **8** total number of pages including cover sheet, attachments, and document:

01 FC:481
02 FC:482

40.00 OP
425.00 IP

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

TRADEMARK
 REEL: 1741 FRAME: 0019

EXHIBIT A

UNITED STATES TRADEMARK REGISTRATION NUMBERS

562,686

600,075

758,496

769,233

833,013

947,317

1,320,539

1,326,798

1,355,176

1,430,127

1,530,731

1,557,420

1,681,602

1,769,225

1,951,213

TRADEMARK
REEL: 1741 FRAME: 0020

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "DSP WORLDWIDE, INC.", CHANGING ITS NAME FROM "DSP WORLDWIDE, INC." TO "GENZYME SURGICAL PRODUCTS CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1997, AT 10 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8769237

TRADENAME: ~~112097~~

REEL: 1741 FRAME: 0021

2270929 8100

971396945

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

DSP Worldwide, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of DSP Worldwide, Inc. be amended by changing the Article One thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is Genzyme Surgical Products Corporation."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

TRADEMARK
REEL: 1741 FRAME: 0022



IN WITNESS WHEREOF, said DSP Worldwide, Inc. has caused this certificate to be signed by John R. Connolly, its Executive Vice President, this 21st day of October, 1997.

DSP Worldwide, Inc.

By: *John R. Connolly*
John R. Connolly
Executive Vice President

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