

inko 2-4-99

Appendix A

02-18-1999

Note—The following appendix will not appear in the Code of Federal Regulations



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FORM PTD-1000
1-91-00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies):</p> <p style="font-size: 1.2em;">Iso Stent, Inc.</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation—State <u>Delaware</u> <input type="checkbox"/> Other _____ </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Iso Medger Corp.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>17600 V. Berman Drive</u></p> <p>City: <u>Dayton</u> State: <u>MDZP</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 <u>Delaware</u> <input type="checkbox"/> Other _____ </p> <p><small>If company 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) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ </p> <p>Execution Date: <u>(entered into 1/15/99)</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p style="text-align: right;">B. Trademark registration No.(s)</p> <p style="text-align: right;">BX ISOSTENT (2,146,737)</p> <p style="text-align: right;">BX STENT (2,146,736)</p> <p style="text-align: center;"><small>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Maria Kiczow</u></p> <p>Internal Address: <u>Johnson + Johnson</u></p> <p><u>One J+J Plaza</u></p> <p><u>New Brunswick</u></p> <p>Street Address: <u>New Jersey</u></p> <p><u>08933-7001</u></p> <p>City: _____ State: _____ ZIP: _____</p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 3.41): <u>65.00</u> \$</p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account <u>10-0750</u></p> <p>8. Deposit account number: <u>10-0750</u></p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
DO NOT USE THIS SPACE	
<p>8. Statement and signature.</p> <p><i>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.</i></p> <p><u>Maria Kiczow</u> <u>Maria Kiczow</u> <u>4-24-98</u></p> <p style="text-align: center;"><small>Name of Person Signing Signature Date</small></p> <p style="text-align: right;">Total number of pages comprising cover sheet: 2</p>	
<p style="text-align: center;"><small>Do not detach this portion</small></p> <p style="text-align: center;">Mail documents to be recorded with required cover sheet information to:</p> <p style="text-align: center;">Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p> <p style="text-align: center;"><small>Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.</small></p>	

CERTIFICATE OF MERGER

OF

ISO MERGER CORP.

WITH AND INTO

ISOSTENT, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), IsoStent, Inc., a Delaware corporation ("IsoStent"), hereby certifies the following information relating to the merger of Iso Merger Corp., a Delaware corporation ("IMC"), with and into IsoStent (the "Merger"):

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
IsoStent, Inc.	Delaware
Iso Merger Corp.	Delaware

SECOND: The Agreement and Plan of Merger entered into as of January 15, 1998 (the "Merger Agreement"), among Johnson & Johnson, a New Jersey corporation and the owner of all the outstanding capital stock of IMC, IMC and IsoStent, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: IsoStent will be the corporation surviving the Merger (the "Surviving Corporation") and will be concurrently changing its name to Iso Merger Corp.

FOURTH: At the Effective Time (as defined below), the Restated Certificate of Incorporation of IsoStent, as in effect immediately prior to the Effective Time, shall be amended and restated as described in Exhibit A hereto, and, as so amended and restated, shall be the Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: An executed Merger Agreement is on file at an office of the Surviving Corporation located at One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: This Certificate of Merger shall become effective (the "Effective Time") upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, IsoStent, Inc. has caused this Certificate of Merger to be executed on this ___ day of _____, 1998.

ISOSTENT, INC.

By: _____

Name:

Title:

**Restated Certificate of Incorporation
of IsoStent, Inc.**

ARTICLE I

The name of the corporation is Iso Merger Corp. (hereinafter called the "Corporation").

ARTICLE II

The name and address of the Corporation's incorporator is Gail E. Guabello, c/o Venture Law Group, 2800 Sand Hill Road, Menlo Park, California 94025. The Certificate of Incorporation of the Corporation was originally filed with the Delaware Secretary of State on October 22, 1993.

ARTICLE III

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware. The name of the registered agent at such address is The Corporation Trust Company.

ARTICLE IV

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE V

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100 shares of Common Stock having the par value of \$1.00 per share.

ARTICLE VI

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

ARTICLE VII

Unless and except to the extent that the By-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VIII

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or his or her testator or intestate is or was a director, officer or employer of the Corporation, or any predecessor of the Corporation, or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment or repeal of this Article VIII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal, or adoption or an inconsistent provision.

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