

5-24-99

RECORDATIC
TRADE

06-02-1999

Docket No.:

0040-30.2



101051564

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record this document and all documents or copy thereof.

1. Name of conveying party(ies):

Smith & Nephew Rolyan, Inc.

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

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

2. Name and address of receiving party(ies):

Name: Smith & Nephew, Inc.

Internal Address:

Street Address: 1450 Brooks Road

City: Memphis State: TN ZIP: 38116

- 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
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 26, 1996

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,413,929	1,030,698	1,331,554
1,316,812	1,376,540	1,316,515
1,316,956	1,034,735	

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joel Petrow

Internal Address: Smith & Nephew, Inc.

Street Address: 1450 Brooks Road

City: Memphis State: TN ZIP: 38116

6. Total number of applications and registrations involved:.....

8

7. Total fee (37 CFR 3.41):.....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2563

06/01/1999 NTHA11 00000218 192563 1413929

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 175.00 CH

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.

Joel Petrow

Name of Person Signing

Joel Petrow
Signature

May 20, 1999

Date

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

7

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 OWNERSHIP, WHICH MERGES:

"ACUFEX MICROSURGICAL, INC.", A MASSACHUSETTS CORPORATION,

"SMITH & NEPHEW CASTING, INC.", A DELAWARE CORPORATION,

"SMITH & NEPHEW DONJOY, INC.", A CALIFORNIA CORPORATION,

"SMITH & NEPHEW ENDOSCOPY, INC.", A MASSACHUSETTS CORPORATION,

"SMITH & NEPHEW RICHARDS, INC.", A DELAWARE CORPORATION,

"SMITH & NEPHEW ROLYAN, INC.", A WISCONSIN CORPORATION,

"SMITH & NEPHEW UNITED, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SMITH & NEPHEW, INC." UNDER THE NAME OF "SMITH & NEPHEW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 1996, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0818065 8100M

AUTHENTICATION:

9744664

991192463

DATE:

05-14-99
TRADEMARK

REEL: 001905 FRAME: 0078

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

SMITH & NEPHEW RICHARDS, INC.,
a Delaware corporation,
SMITH & NEPHEW ENDOSCOPY, INC.,
a Massachusetts corporation,
SMITH & NEPHEW DONJOY, INC.,
a California corporation,
SMITH & NEPHEW ROLYAN, INC.,
a Wisconsin corporation,
SMITH & NEPHEW UNITED, INC.,
a Delaware corporation,
ACUFEX MICROSURGICAL, INC.,
a Massachusetts corporation,
AND
SMITH & NEPHEW CASTING, INC.,
a Delaware corporation,
INTO
SMITH & NEPHEW, INC.,
a Delaware corporation

We, P. D. Southworth, the President, and Ben Parrish,
the Asst. Secretary of SMITH & NEPHEW, INC., DO HEREBY CERTIFY:

FIRST: That we are the President and the Asst. Secretary,
respectively, of this corporation

SECOND: That this corporation was incorporated on the 6th day of November 1975,
and is existing pursuant to the General Corporation Law of the State of Delaware, the provisions
of which permit the merger of a subsidiary corporation of another state into a parent corporation
organized and existing under the laws of said state (including a merger in the manner provided by
Section 1110 of the California Corporations Code).

THIRD: That this corporation owns all of the outstanding shares of the stock of SMITH
& NEPHEW RICHARDS, INC. ("Richards"), a corporation incorporated on the 10th day of
April, 1968, pursuant to the General Corporation Law of the State of Delaware, the provisions of
which permit a merger in the manner provided by Section 1110 of the California Corporations
Code.

FOURTH: That this corporation owns all of the outstanding shares of the stock of
SMITH & NEPHEW ENDOSCOPY, INC. ("Endoscopy"), a corporation incorporated on the

11th day of May, 1964, pursuant to the Business Corporation Law of the State of Massachusetts, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

FIFTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW DONJOY, INC. ("DonJoy"), a corporation incorporated on the 28th day of December, 1982, pursuant to the Corporations Code of the State of California.

SIXTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW ROLYAN, INC. ("Rolyan"), a corporation incorporated on the 30th day of January, 1967, pursuant to the Business Corporation Law of the State of Wisconsin, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

SEVENTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW UNITED, INC. ("United"), a corporation incorporated on the 14th day of April, 1986, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

EIGHTH: That this corporation owns all of the outstanding shares of the stock of ACUFEX MICROSURGICAL, INC. ("Acufex"), a corporation incorporated on the 13th day of November, 1985, pursuant to the Business Corporation Law of the State of Massachusetts, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

NINTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW CASTING, INC. ("Casting"), a corporation incorporated on the 5th day of June, 1996, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

TENTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous consent of its members, filed with the minutes of the Board on the 26th day of November, 1996, pursuant to Sections 141(f) and 253 of the General Corporation Law of the State of Delaware, as amended, determined to and, effective as of November 30, 1996, did merge into itself said Richards, Endoscopy, DonJoy, Rolyan, United, Acufex and Casting, and assumed all of their obligations.

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, \$100 par value per share, of Smith & Nephew Richards, Inc., a Delaware corporation ("Richards Common Stock"), and such Richards Common Stock is the only issued and outstanding class of stock of Smith & Nephew Richards, Inc. ("Richards");

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, \$1.00 par value per share, of Smith & Nephew Endoscopy, Inc., a Massachusetts corporation ("Endoscopy Common Stock"), and such Endoscopy Common Stock is the only issued and outstanding class of stock of Smith & Nephew Endoscopy, Inc. ("Endoscopy");

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, without par value, of Smith & Nephew DonJoy, Inc., a California corporation ("DonJoy Common Stock"), and such DonJoy Common Stock is the only issued and outstanding class of stock of Smith & Nephew DonJoy, Inc. ("DonJoy");

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, \$0.10 par value per share, of Smith & Nephew Rolyan, Inc., a Wisconsin corporation ("Rolyan Common Stock"), and such Rolyan Common Stock is the only issued and outstanding class of stock of Smith & Nephew Rolyan, Inc. ("Rolyan");

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, \$100 par value per share, of Smith & Nephew United, Inc., a Delaware corporation ("United Common Stock"), and such United Common Stock is the only issued and outstanding class of stock of Smith & Nephew United, Inc. ("United");

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, \$1.00 par value per share, of Acufex Microsurgical, Inc., a Massachusetts corporation ("Acufex Common Stock"), and such Acufex Common Stock is the only issued and outstanding class of stock of Acufex Microsurgical, Inc. ("Acufex");

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, without par value, of Smith & Nephew Casting, Inc., a Delaware corporation ("Casting Common Stock"), and such Casting Common Stock is the only issued and outstanding class of stock of Smith & Nephew Casting, Inc. ("Casting"); and

WHEREAS, this Board of Directors has reviewed the Plan of Merger attached to these minutes and determined that the merger of Richards, Endoscopy, DonJoy, Rolyan, United, Acufex and Casting (collectively, the "Named Subsidiaries") into the Corporation and the other transactions contemplated by the Plan of Merger are in the best interests of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that this Board of Directors hereby approves and adopts the Plan of Merger, including all attachments thereto, pursuant to (i) Section 253 of the General Corporation Law of the State of Delaware, (ii) Section 82 of the Business Corporation Law of the State of Massachusetts, (iii) Section 1110 of the California Corporations Code and (iv) Section 180.1104 of the Business Corporation Law of the State of Wisconsin.

[THE EXHIBITS TO THE PLAN OF MERGER HAVE BEEN
INTENTIONALLY OMITTED FROM THIS CERTIFICATE]

FURTHER RESOLVED, that, effective as provided in the immediately succeeding resolution, the Corporation shall merge into itself the Named Subsidiaries and assume all of their obligations.

FURTHER RESOLVED, that this Board of Directors hereby approves the merger of the Named Subsidiaries with and into the Corporation in accordance with the Plan of Merger, effective as of November 30, 1996, or such other date as shall be determined by the officers of the Corporation.

FURTHER RESOLVED, that the President or any other officer of the Corporation be and each hereby is authorized to make and execute (i) a Certificate of Ownership and Merger in the form attached as Exhibit E to the Plan of Merger and to cause the same to be filed with the Secretary of State of each of the States of Delaware and California, and (ii) Articles of Merger in the form attached as Exhibit G to the Plan of Merger and to cause the same to be filed with the Secretary of State of the State of Wisconsin, and to do all acts and things whatsoever, whether within or without the State of Delaware and the State of California, which may be in any way necessary or desirable to effect said merger and all other transactions contemplated by the Plan of Merger.

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be and each hereby is authorized to make and execute Articles of Merger in the form attached as Exhibit E to the Plan of Merger and to cause the same to be filed with the Secretary of State of the State of Massachusetts, and to do all acts and things whatsoever whether within or without the State of Delaware, which may be in any way necessary or desirable to effect said merger and all other transactions contemplated by the Plan of Merger.

FURTHER RESOLVED, that the Corporation, as the sole shareholder of each of the above-named subsidiaries, waives the mailing requirement imposed by Section 180.1104 of the Business Corporation Law of the State of Wisconsin.

FURTHER RESOLVED, that the officers of the Corporation and each of them, be, and they hereby are, authorized and directed to execute and deliver all certificates and other instruments and to do or cause to be done any and all acts and things as may be necessary or desirable to carry out the purposes of the foregoing resolutions.

ELEVENTH: This Certificate shall be effective as of November 30, 1996.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Memphis, on this 26th day of November, 1996.

SMITH & NEPHEW, INC.

By: 

Its: President

By: 

Its: Asst. Secretary

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