



101067496

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

MP 6-14-99

1. Name of conveying party(ies):

Smith & Nephew DonJoy, Inc.

- Individual(s)
- General Partnership
- Corporation-State California
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: November 26, 1996

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,128,137
1,335,337

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:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2563

06/16/1999 DNGUYEN 00000308 192563 1128137

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 25.00 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.

Earl Douglas (Reg. Number 31,723)

Name of Person Signing

Signature

June 9, 1999

Date

Total number of pages including cover sheet, attachments, and documents

13

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 11 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 17 1999



Bill Jones

Secretary of State

C 113 0558 (1011)

D531630

FILED
in the office of the Secretary of State
of the State of California

NOV 30 1996

Bill Jones
BILL JONES, Secretary of State

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

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. J. Smith, the President, Don Joy, and Ben Perry,
the Act. Secretary of SMITH & NEPHEW, INC., DO HEREBY CERTIFY.

FIRST That we are the President and the Act. 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 14th 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, 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

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 21st 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: T.D. Sallie
Its: President & Secretary

By: D. Parnell
Its: Asst. Secretary

**PLAN OF MERGER
OF
SMITH & NEPHEW, INC.**

Recitals

Smith & Nephew (Europe) b.v., a company established under the laws of The Netherlands ("Europe"), owns all of the issued and outstanding shares of capital stock of Smith & Nephew, Inc., a Delaware corporation, formerly known as Smith & Nephew Consolidated, Inc. ("S&N"). S&N owns all of the issued and outstanding shares of capital stock of (i) Smith & Nephew Richards, Inc., a Delaware corporation ("Richards"), (ii) Smith & Nephew Endoscopy, Inc., a Massachusetts corporation ("Endoscopy"), (iii) Smith & Nephew DonJoy, Inc., a California corporation ("DonJoy"), (iv) Smith & Nephew Rolyan, Inc., a Wisconsin corporation ("Rolyan"), (v) Smith & Nephew United, Inc., a Delaware corporation ("United"), (vi) Acuflex Microsurgical, Inc., a Massachusetts corporation ("Acuflex") and (vii) Smith & Nephew Casting, Inc., a Delaware corporation ("Casting"). Richards owns all of the issued and outstanding shares of capital stock of Med-Com Advertising Group, Inc., a Tennessee corporation ("Med-Com"). Endoscopy owns all of the issued and outstanding shares of capital stock of Cecorp, Inc., an Oklahoma corporation ("Cecorp"). The Boards of Directors of S&N, Richards, Endoscopy and Med-Com have determined it to be in the best interests of each of said corporations to merge the corporations identified above into a single operating company. As a result, Med-Com shall be merged into Richards, Cecorp shall be merged into Endoscopy, and Richards, Endoscopy, DonJoy, Rolyan, United, Acuflex and Casting shall be merged into S&N pursuant to the plan of merger set forth herein. Europe shall remain the direct and sole owner of all of the issued and outstanding capital stock of S&N, the ultimate surviving corporation.

Plan

The plan of merger is as follows, with each step to be taken in the order set forth below, and with each component merger to be effective as of November 30, 1996 (the "Effective Date"):

1. Merger of Med-Com into Richards. Med-Com shall be merged into Richards pursuant to a Certificate of Ownership and Merger in the form attached hereto as Exhibit A and Articles of Merger in the form attached hereto as Exhibit B, whereby Richards shall be the surviving corporation. The shares of Med-Com held by Richards shall not be converted into shares of the surviving corporation but shall be canceled and the shares of Richards held by S&N shall be converted into shares of the surviving corporation. The Certificate of Incorporation, By-Laws, officers and directors of Richards as of the Effective Date shall be the Certificate of Incorporation, By-Laws, officers and directors of the surviving corporation.

2. Merger of Cecorp into Endoscopy. Cecorp shall be merged into Endoscopy pursuant to Articles of Merger in the form attached hereto as Exhibit C and a Certificate of Ownership and Merger in the form attached hereto as Exhibit D, whereby Endoscopy shall be the surviving corporation. The shares of Cecorp held by Endoscopy shall not be converted into shares of the surviving corporation but shall be canceled and the shares of Endoscopy held by S&N shall be converted into shares of the surviving corporation. The Articles of Organization, By-Laws, officers and directors of Endoscopy as of the Effective Date shall be the Articles of Organization, By-Laws, officers and directors of the surviving corporation.

3. Merger of Richards, Endoscopy, DonJoy, Rolyan, United, Acufex and Casting into S&N.

a. Currently S&N has the following shares issued and outstanding: (i) 1,052,042 shares of voting common stock, \$100 par value per share (the "S&N Common Stock"), (ii) 10 shares of non-voting common stock, \$100 par value per share (the "S&N Non-Voting Common Stock"), and (iii) 3,178 shares of voting preferred stock, \$100 par value per share (the "S&N Preferred Stock") all of which are owned by Europe, and such stock constitutes all of the issued and outstanding capital stock of S&N.

b. Richards, Endoscopy, DonJoy, Rolyan, United, Acufex and Casting shall be merged into S&N pursuant to (i) a Certificate of Ownership and Merger in the form attached hereto as Exhibit E, (ii) Articles of Merger in the form attached hereto as Exhibit F, and (iii) Articles of Merger in the form attached hereto as Exhibit G, whereby S&N shall be the surviving corporation. The shares of Richards, Endoscopy, DonJoy, Rolyan, United, Acufex and Casting held by S&N shall not be converted into shares of the surviving corporation but shall be canceled and the shares of S&N Common Stock, S&N Non-Voting Common Stock and S&N Preferred Stock held by Europe shall be converted into shares of Common Stock, Non-Voting Common Stock and Preferred Stock, respectively, of the surviving corporation.

c. The Certificate of Incorporation of S&N as of the Effective Date shall be the Certificate of Incorporation of the surviving corporation

d. The By-Laws of S&N as of the Effective Date shall be amended so that Section I of Article V reads in its entirety as follows:

SECTION 1. Officers. The Board of Directors shall elect, as executive officers, a Chairman of the Board, a President, a Secretary and a Treasurer, and in their discretion, one or more Vice Presidents and one or more assistant officers. Such officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of stockholders, and each shall hold office until his successor shall have been duly elected and qualified, or until he shall have died or resigned or

shall have been removed, in the manner provided herein. The powers and duties of Secretary and Treasurer may be exercised and performed by the same person, and a Vice President may at the same time hold any other single office except that of Chairman of the Board or President.

The Board of Directors may appoint officers assigned to a particular division or other business unit as such officers of such division or business unit and having such titles as it shall deem appropriate. Any such officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. The term of office, compensation, powers and duties and other terms of employment of appointed officers shall be such as the Board of Directors may from time to time deem proper, and the authority of such officers shall be limited to acts pertaining to the business of such division or business unit.

As so amended, such By-Laws shall be the By-Laws of the surviving corporation until further amended in accordance with its terms and as prescribed by the provisions of the General Corporation Law of the State of Delaware.

e. The directors of the surviving corporation as of the Effective Date shall be Jack Blair, P. David Southworth and Benjamin F. Parrish, Jr.

f. The officers of the surviving corporation as of the Effective Date shall be as follows:

Jack Blair, Chairman of the Board and President
P. David Southworth, Sr. Vice President and Treasurer
Brian Splan, Sr. Vice President - U.S. Sales
Joseph Bagwell, Sr. Vice President-Regulatory Affairs
Benjamin F. Parrish, Jr., Sr. Vice President; General Counsel and Secretary
Ruben Rosales, Sr. Vice President - International
Barbara Halliburton, Sr. Vice President - Human Resources
John Ulen, Vice President-Information Systems Management
Robert Lucas, Assistant Secretary
Jael Petrova, Assistant Secretary
Tony Parish, Assistant Secretary

g. The divisional officers of the surviving corporation as of the Effective Date shall be as follows:

Orthopaedics Division:

Larry Papasan	President
Dennis Burling	Vice President-Customer Services & Logistics
Scott Flora	Vice President-Sales-Eastern Region
Daniel Blakemore	Vice President-Sales-Western Region
Russ Olsen	Vice President-Managed Care Accounts
Steven Hirsch	Vice President-Marketing
Nancy Alyea	Acting Vice President-Finance
Russ Jamison	Sr. Vice President-Research & Development
Bruce Thompson	Vice President, International Sales & Tactical Marketing Support
Michael Cates	Sr. Vice President-Operations
Jeff Schryver	Vice President-Product Development-Implants
Edward Pride	Vice President-Systems & Information Management

ENT Division:

David Farmer	Vice President-Finance
Jerry Dowdy	Vice President-Operations

Endoscopy Division:

C. Dillman	Vice President-Research & Development
Hooks Johnston	Vice President-Manufacturing
J. Myhre	Vice President-Sales
L. Curtis	Vice President-Marketing
Robert Palardy	Vice President-Finance & MIS
C. Dowdy	Vice President-Video Products

DonJoy Division:

Les Cross	President
J. Greg Stetman	Sr. Vice President-Operations
Cyril Talbott III	Vice President-Finance
Philip Angino	Vice President-Operations-Vista
Charles Bastyr	Sr. Vice President-Business/Product Development
Michael McBrayer	Vice President-Domestic Sales
Robert Reddie	Vice President-International Sales

Rehabilitation Division:

John Clark	President
James McHargue	Sr. Vice President
Christine Sohns	Vice President-Finance
Patricia Harkensee	Vice President
Judy Becker	Vice President-International Sales
Robert Ungemach	Vice President-Operations

Wound Management Division:

Ron Sparks	President
Dominic Connelly	Vice President-Finance
Darrell Jenkins	Vice President-Operations
Peter Metcalfe	Vice President-Research & Development
Rodney Skaggs	Vice President-Sales
Jim Irvin	Vice President-Quality Assurance & Regulatory

Casting Division:

A. Bruce Parker	President
Ronald L. Kelley	Vice-President

* * * * *



STATE OF CALIFORNIA
 FRANCHISE TAX BOARD
 P.O. BOX 942857
 SACRAMENTO, CA 94257-0557

**TAX CLEARANCE
 CERTIFICATE**

November 18, 1996

EXPIRATION DATE: February 14, 1997

SMITH & NEPHEW NORTH AMERICA
 ATTN: TONY PARISH
 1450 EAST BROOKS ROAD
 MEMPHIS TN 38116-0000

ISSUED TO: SMITH & NEPHEW DOMJOY, INC.
 Corporate Number 1130558

THIS CERTIFICATE IS VALID ONLY UPON THE SIMULTANEOUS QUALIFICATION OF SMITH & NEPHEW, INC.

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen
 Special Audit Unit
 Corporation and Section
 Telephone (916) 845-4124



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TRADEMARK