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

ms26-14-99

1. Name of conveying party(ies):

DonJoy, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Change of Name

Execution Date: September 7, 1989

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

Name: Smith & Nephew DonJoy, Inc.

Internal Address:

Street Address: 2777 Loker Avenue West

City: Carlsbad State: CA ZIP: 92008

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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

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:

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2563

06/16/1999 DNGUYEN 00000310 192563 1128137  
01 FC:481 40.00 CH

DO NOT USE THIS SPACE

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 document:

4

# State of California



## SECRETARY OF STATE

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

That the attached transcript of 2 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

A377542

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FILED  
OCT 25 1989

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
DONJOY, INC.

OCT 25 1989

\* \* \* \* \*

We, Gregory R. Nelson, the President and Edward R. Berkenstock Jr., the Secretary of DONJOY, INC., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the President and the Secretary, respectively of DONJOY, INC., a California corporation.

2. That an amendment to the Articles of Incorporation of this corporation has been approved by the Board of Directors.

3. The amendment so approved the by the Board of Directors is as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be amended by changing Article One thereof so that, as amended, said Article shall be and read as follows:

"ARTICLE ONE. The name of the corporation is:

SMITH & NEPHEW DONJOY, INC."

4. That SMITH & NEPHEW CONSOLIDATED, INC., the sole shareholder, has adopted said amendment by written consent. That the wording of said amendment as approved by the written consent of the shareholders is the same as that set forth in Article 3 above. That said written consent was signed by the holders of outstanding shares having not less than the minimum number of

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required votes of shareholders necessary to approve said amendment in accordance with Section 902 of the California Corporations Code.

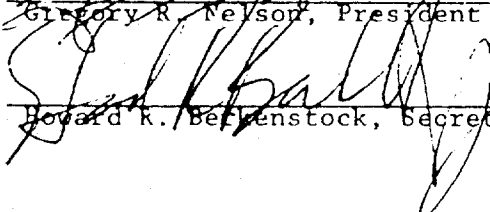
5. The designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or to give written consent to said amendment for approval thereof are as follows:

| <u>Designation</u> | <u>Number of shares<br/>Outstanding<br/>Entitled to vote<br/>Or give written<br/>Consent</u> | <u>Minimum percentage<br/>Vote required to<br/>Approve</u> |
|--------------------|--|--|
| Common             | 76,818   | More than 50%  |

6. That the number of shares of each class which gave written consent in favor of said amendment equaled or exceeded the minimum percentage vote required of each class entitled to vote. Said minimum percentage vote is set forth in Article 5 of this certificate.

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 Shelby County Tennessee, on September 7, 1989.

  
\_\_\_\_\_  
Gregory R. Nelson, President

  
\_\_\_\_\_  
Howard K. Befflenstock, Secretary

