

09-15-1999

Express Mail Label No: None



OVER SHEET
ONLY

Box Assignment **101145679**
The Commissioner of Patents and Trademarks
Washington, D.C. 20231

September 9, 1999
Atty. Ref.: Stryker OS Item 710

Please record the attached original document or copy thereof.

Name of Conveying Party:
Osteonics Corp.

Individual(s) Corporation-State of Incorporation: New Jersey
 Association General Partnership Limited Partnership
 Other:

Name and Address of Receiving Party:
Howmedica Osteonics Corp.
59 Route 17
Allendale, NJ 07401-1677

Individual(s)-Citizenship:
 Corporation-State of Incorporation: New Jersey
 Association General Partnership Limited Partnership
 Other:

If Assignee is not domiciled in the U.S., a domestic representative designation (must be separate from Assignment) is attached: Yes No N/A

Nature of Conveyance:
 Assignment Security Agreement Merger
 Change of Name Other:

Execution Date of Document: December 29, 1998

Trademark Application Numbers:	Trademark Registration Numbers:
75/599 811	2 164 503
75/518 598	2 193 002
75/440 965	1 710 739
75/423 724	1 650 064
	1 615 583
	1 509 987
	1 502 085
	1 758 159
	1 383 250
	1 380 262
	1 379 048
	1 379 047

Total Number of Applications and Registrations Involved: 16. An enclosed check includes the recording fee of \$415.00. The Commissioner is hereby authorized to credit any overpayment, or to charge any additional recording fee required by this paper, to Deposit Account No. 06-1382.

Mail correspondence concerning the document to: FLYNN, THIEL, BOUTELL & TANIS P.C.
2026 Rambling Road
Kalamazoo, MI 49008-1699

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.

09/15/1999 MTHRI1 00000071 75599811
01 FC:481 40.00 OP
02 FC:482 375.00 OP

Respectfully submitted,

David G. Boutell

DGB/kc

FLYNN, THIEL, BOUTELL & TANIS, P.C.
2026 Rambling Road
Kalamazoo, MI 49008-1699
Phone: (616) 381-1156
Fax : (616) 381-5465

Encl: A true and exact photocopy of a certified copy of a CERTIFICATE OF MERGER, which merges "STRYKER IMPLANTS INC." with and into "OSTEONICS CORP." under the name of HOWMEDICA OSTEONICS CORP., and the attached APOSTILLE (5 pages) Check (\$415) Total number of pages, including cover Postal Card sheet, attachments, and documents 6

420.9510

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Edward J. Freel

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

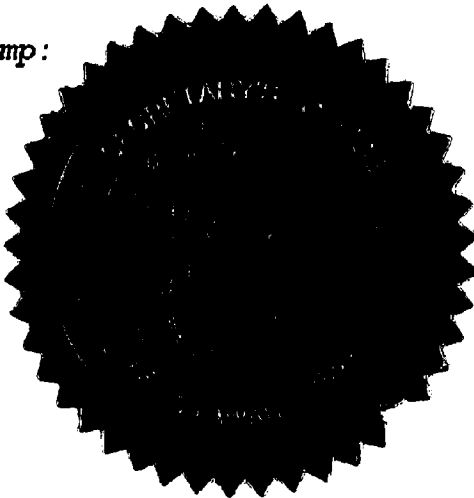
5. at Dover, Delaware

6. the twenty-fourth day of May, A.D. 1999

7. by Secretary of State, Delaware Department of State

8. No. 0110898

9. Seal/Stamp:



10. Signature:

Edward J. Freel

Secretary of State

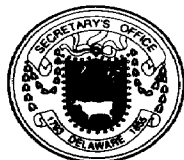
State of Delaware
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"STRYKER IMPLANTS INC.", A DELAWARE CORPORATION,

WITH AND INTO "OSTEONICS CORP." UNDER THE NAME OF "HOWMEDICA OSTEONICS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 9:05 O' CLOCK A.M.



2965464 8100M
991202675

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9762184

DATE: 05-24-99

CERTIFICATE OF MERGER
OF
STRYKER IMPLANTS INC.
INTO
OSTEONICS CORP.

UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL"), Osteonics Corp. hereby executes the following Certificate of Merger and certifies as follows:

1. The constituent corporations (the "Constituent Corporations") participating in the merger herein certified (the "Merger") are:
 - (a) Stryker Implants Inc., which is incorporated under the laws of the State of Delaware (the "Merging Corporation"); and
 - (b) Osteonics Corp., which is incorporated under the laws of the State of New Jersey (the "Company").
2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252(c) of the DGCL.
3. The Company shall be the surviving corporation in the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be Howmedica Osteonics Corp.
4. Article FIRST of the Certificate of Incorporation of the Company, as now in force and effect, shall be amended to read as follows:

FIRST: The name of the Corporation is HOWMEDICA OSTEONICS CORP.

As so amended, such Certificate of Incorporation shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the New Jersey Business Corporation Act.

5. The Merger Agreement is on file at an office of the Surviving Corporation, the address of which is 59 Route 17, Allendale, New Jersey 07401-1677.
6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder or stockholder of either of the Constituent Corporations.
7. The Surviving Corporation hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of the Merging Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL, and the Surviving Corporation hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Howmedica Osteonics Corp. at the following address: 59 Route 17, Allendale, New Jersey 07401-1677.
8. The Merger shall become effective at the close of business on December 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as the act and deed of the Surviving Corporation this 28th day of December, 1998, and affirms the statements contained herein are true under the penalties of perjury.

OSTEONICS CORPORATION
(Surviving Corporation)

By: _____


Name: David J. Simpson
Title: Vice President