



D

FORM PTO-05-04-2000 (Rev. 6-93) U.S. Patent & TMO/TM Mail Rcpt Dt. #22

REGISTRATION NO. 06-02-2000

Docket No.: CMI-163



101372049

05/04/00 checked original documents or copy thereof.

To the Honorable Commissioner of Patent

1. Name of conveying party(ies):

CARBOMEDICS, INC. 11388 Sorrento Valley Rd. San Diego, California 92121

- Individual(s), General Partnership, Corporation-State Texas, Other

Additional names(s) of conveying party(ies): Yes No

3. Nature of conveyance:

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

Execution Date: 12/04/96 (Merger - 12/26/90)

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

Name: SULZER CARBOMEDICS INC.

Internal Address:

Street Address: 1300 East Anderson Lane

City: Austin State: TX ZIP: 78752

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic designation is... (Designations must be a separate document from Additional name(s) & address(es))

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,134,299

Additional numbers

Yes No

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

Name: Timothy L. Scott

Internal Address: SULZER MEDICA USA INC.

Street Address: 3 East Greenway Plaza, Suite 1600

City Houston State TX ZIP: 77046

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 182.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

09-0473

DO NOT USE THIS SPACE

06/02/2000 DNGUYEN 00000687 090473 1134299

01 FC:481 40.00 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

Timothy L. Scott Name of Person Signing

Handwritten signature of Timothy L. Scott

Signature

05/01/00

Date

Total number of pages including cover sheet, attachments, and

14

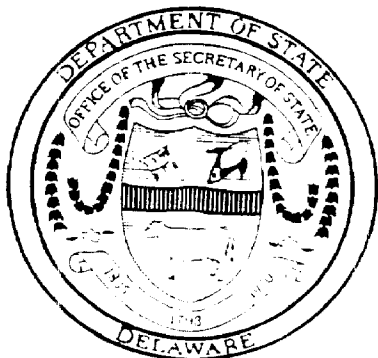


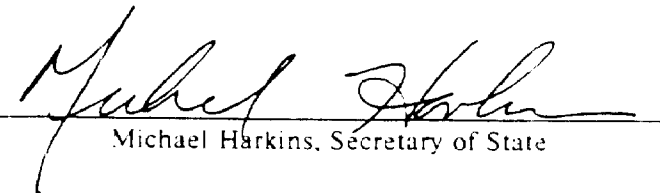
RECEIVED
JAN 7 1991
VICE PRESIDENT
AND GENERAL COUNSEL

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF CARBONMEDICS, INC., A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH HAS AGREED TO BE GOVERNED BY THE LAWS OF THE STATE OF TEXAS, PURSUANT TO SECTION 103 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS AMENDED AND FILED IN THIS OFFICE THE TWENTY EIGHTH DAY OF DECEMBER, 1990, AT WILMINGTON, DELAWARE.

I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.




Michael Harkins, Secretary of State

AUTHENTICATION: 10905361

DATE: 10/28/1990

10905361

**CERTIFICATE OF OWNERSHIP
AND MERGER**

CarboMedics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware ("CarboMedics DE) and CarboMedics, Inc., a Texas corporation ("CarboMedics TX")

HEREBY CERTIFY AS FOLLOWS:

1. CarboMedics, Inc., a Texas corporation ("CarboMedics TX") is the sole owner of all of the outstanding shares of the stock of CarboMedics DE.
2. Attached to and made part of this Certificate is a copy of the resolution of the board of directors authorizing the merger of CarboMedics TX into CarboMedics DE, which was adopted on December 21, 1990.
3. The proposed merger has been approved by the sole stockholder of CarboMedics DE by a written consent pursuant to Section 228 of the Delaware General Corporation Law, a copy of which is attached to and made part of this Certificate. The proposed merger has been adopted, approved, certified, executed and acknowledged by CarboMedics TX in the manner prescribed by the Texas Business Corporation Act.

Executed this December 26, 1990.

CARBOMEDICS, INC.
A Delaware Corporation



James A. Kenton, President

ATTEST:



Peter G. Dorflinger, Secretary

CARBOMEDICS, INC.
A Texas Corporation



James A. Kenton, Treasurer

ATTEST:



Peter G. Dorflinger, Secretary

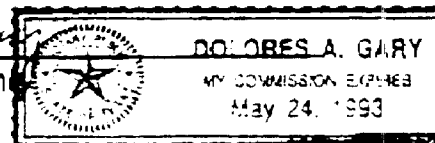
ACKNOWLEDGMENT

STATE OF TEXAS §
§
COUNTY OF BRAZORIA §

Before me, the undersigned authority, on this day personally appeared James A. Kenton, President of CarboMedics, Inc., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated and as the act and deed of said corporation.

Given under my hand and seal of office this December 26, 1990.

Dolores A. Gary
Notary Public in and for the
State of Texas



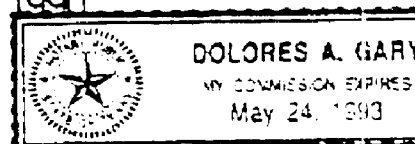
ACKNOWLEDGMENT

STATE OF TEXAS §
§
COUNTY OF BRAZORIA §

Before me, the undersigned authority, on this day personally appeared James A. Kenton, an officer of CarboMedics, Inc., a Texas corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated and as the act and deed of said corporation.

Given under my hand and seal of office this December 26, 1990.

Dolores A. Gary
Notary Public in and for the
State of Texas



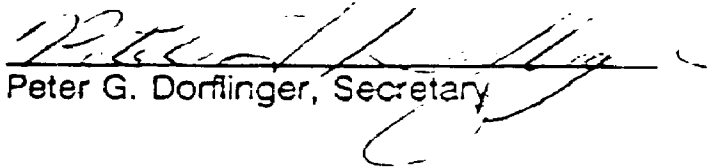
**CERTIFIED RESOLUTION OF THE SOLE DIRECTOR OF
CARBOMEDICS, INC., A DELAWARE CORPORATION**

I, Peter G. Dorflinger, hereby certify that I am Secretary of CarboMedics, Inc., a Delaware corporation, and that the following is a true and correct copy of a resolution of the Board of Directors which it duly adopted as of December 21, 1990, and which remains in effect and unchanged

RESOLVED that the Amended Plan of Merger attached to and made part of this consent as Exhibit A, whereby CarboMedics, Inc., a Texas corporation, will be merged into CarboMedics, Inc., a Delaware corporation, is hereby adopted and approved and

FURTHER RESOLVED that the officers and director of the Company are hereby authorized, directed and empowered to take such actions and execute such documents as they deem necessary to effect the foregoing resolution.

IN WITNESS WHEREOF, witness my hand and seal of office this December 26, 1990.


Peter G. Dorflinger, Secretary

ACKNOWLEDGMENT

THE STATE OF TEXAS §
 §
COUNTY OF BRAZORIA §

BEFORE ME, the undersigned authority, on this day personally appeared Peter G. Dorflinger, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as Secretary for CarboMedics, Inc. on behalf of said Delaware corporation in the capacity stated.

GIVEN UNDER MY HAND and seal of office this 26th day of December, 1990.


Notary Public in and for the State of Texas



AMENDED PLAN OF MERGER

This Amended Plan of Merger ("Plan") is dated as of December 21, 1990.

CarboMedics, Inc. ("CarboMedics DE"), is a Delaware corporation and a wholly owned subsidiary of **CarboMedics, Inc.** ("CarboMedics TX"), a Texas corporation. The Plan of Merger for the two corporations is as follows:

1. The names of the corporations proposing to merge are:
 - a). CarboMedics, Inc. ("CarboMedics DE"), a Delaware corporation and a wholly owned subsidiary of CarboMedics, Inc., a Texas corporation, and
 - b). CarboMedics, Inc. ("CarboMedics TX"), a Texas corporation and a wholly owned subsidiary of Intermedics, Inc.

2. The authorized capital stock of CarboMedics TX is 10,000 shares of common stock, par value one dollar (\$1.00) per share. One thousand shares of common stock are issued and outstanding. All of the issued and outstanding shares of CarboMedics TX are owned by Intermedics, Inc., a Delaware corporation. The authorized capital stock of CarboMedics DE is 1,000 shares of common stock par value one cent (\$.01) per share. All of the stock of CarboMedics DE is owned by CarboMedics TX.

3. The corporations propose to merge CarboMedics TX into CarboMedics DE. The separate existence of CarboMedics TX will cease upon merger. CarboMedics DE will be the surviving corporation, and its separate corporate existence—with all its purposes, objects, rights, privileges, powers and franchises—will continue unaffected and unimpaired by the merger.

4. Each share of CarboMedics TX common stock issued and outstanding immediately prior to the merger will be converted into one share of CarboMedics DE common stock. Upon surrender of its stock certificate evidencing ownership of all the stock of CarboMedics TX, Intermedics, Inc., a Delaware corporation will be issued a certificate for all the outstanding stock of CarboMedics DE.

5. The Certificate of Incorporation of CarboMedics DE will be the Certificate of Incorporation of the surviving corporation. There will be no change in such certificate.

6. The Bylaws of CarboMedics DE will be the Bylaws of the surviving corporation.

7. The board of directors of CarboMedics DE will be the board of directors of the surviving corporation.

EXHIBIT A

TRADEMARK
REEL: 002082 FRAME: 0798

**CERTIFIED RESOLUTION OF THE SOLE DIRECTOR OF
CARBOMEDICS, INC., A DELAWARE CORPORATION**

I, Peter G. Dorflinger, hereby certify that I am Secretary of CarboMedics, Inc., a Delaware corporation, and that the following is a true and correct copy of a resolution of the Board of Directors which it duly adopted as of December 21, 1990, and which remains in effect and unchanged.

RESOLVED that the Amended Plan of Merger attached to and made part of this consent as Exhibit A, whereby CarboMedics, Inc., a Texas corporation, will be merged into CarboMedics, Inc., a Delaware corporation, is hereby adopted and approved and

FURTHER RESOLVED that the officers and director of the Company are hereby authorized, directed and empowered to take such actions and execute such documents as they deem necessary to effect the foregoing resolution.

IN WITNESS WHEREOF, witness my hand and seal of office this December 26, 1990.


Peter G. Dorflinger, Secretary

ACKNOWLEDGMENT

THE STATE OF TEXAS §
 §
COUNTY OF BRAZORIA §

BEFORE ME, the undersigned authority, on this day personally appeared Peter G. Dorflinger, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as Secretary for CarboMedics, Inc. on behalf of said Delaware corporation in the capacity stated.

GIVEN UNDER MY HAND and seal of office this 26th day of December, 1990.


Notary Public in and for the
State of Texas


DOLORES A. GARY
MY COMMISSION EXPIRES
May 24 1993

TRADEMARK
REEL: 002082 FRAME: 0799

AMENDED PLAN OF MERGER

This Amended Plan of Merger ("Plan") is dated as of December 21, 1990.

CarboMedics, Inc. ("CarboMedics DE"), is a Delaware corporation and a wholly owned subsidiary of **CarboMedics, Inc.** ("CarboMedics TX"), a Texas corporation. The Plan of Merger for the two corporations is as follows:

1. The names of the corporations proposing to merge are:
 - a). CarboMedics, Inc. ("CarboMedics DE"), a Delaware corporation and a wholly owned subsidiary of CarboMedics, Inc., a Texas corporation, and
 - b). CarboMedics, Inc. ("CarboMedics TX"), a Texas corporation and a wholly owned subsidiary of Intermedics, Inc.

2. The authorized capital stock of CarboMedics TX is 10,000 shares of common stock, par value one dollar (\$1.00) per share. One thousand shares of common stock are issued and outstanding. All of the issued and outstanding shares of CarboMedics TX are owned by Intermedics, Inc., a Delaware corporation. The authorized capital stock of CarboMedics DE is 1,000 shares of common stock par value one cent (\$.01) per share. All of the stock of CarboMedics DE is owned by CarboMedics TX.

3. The corporations propose to merge CarboMedics TX into CarboMedics DE. The separate existence of CarboMedics TX will cease upon merger. CarboMedics DE will be the surviving corporation, and its separate corporate existence--with all its purposes, objects, rights, privileges, powers and franchises--will continue unaffected and unimpaired by the merger.

4. Each share of CarboMedics TX common stock issued and outstanding immediately prior to the merger will be converted into one share of CarboMedics DE common stock. Upon surrender of its stock certificate evidencing ownership of all the stock of CarboMedics TX, Intermedics, Inc., a Delaware corporation will be issued a certificate for all the outstanding stock of CarboMedics DE.

5. The Certificate of Incorporation of CarboMedics DE will be the Certificate of Incorporation of the surviving corporation. There will be no change in such certificate.

6. The Bylaws of CarboMedics DE will be the Bylaws of the surviving corporation.

7. The board of directors of CarboMedics DE will be the board of directors of the surviving corporation.

EXHIBIT A

TRADEMARK
REEL: 002082 FRAME: 0800

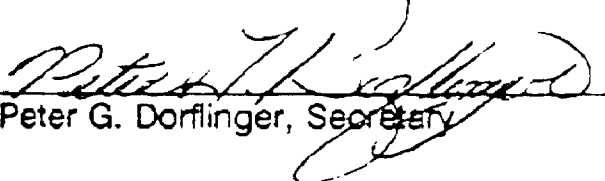
**CERTIFIED RESOLUTION OF THE SOLE STOCKHOLDER OF
CARBOMEDICS, INC., A DELAWARE CORPORATION**

I, Peter G. Dorflinger, hereby certify that I am Secretary of CarboMedics, Inc., a Delaware corporation, and that the following is a true and correct copy of a resolution of the sole stockholder which it duly adopted as of December 21, 1990, and which remains in effect and unchanged

RESOLVED that the Amended Plan of Merger attached to and made part of this consent as Exhibit A, whereby CarboMedics, Inc., a Texas corporation, will be merged into CarboMedics, Inc., a Delaware corporation, is hereby adopted and approved and

FURTHER RESOLVED that the officers and director of the Company are hereby authorized, directed and empowered to take such actions and execute such documents as they deem necessary to effect the foregoing resolution.

IN WITNESS WHEREOF, witness my hand and seal of office this December 26, 1990.



Peter G. Dorflinger, Secretary

ACKNOWLEDGMENT

THE STATE OF TEXAS §
 §
COUNTY OF BRAZORIA §

BEFORE ME, the undersigned authority, on this day personally appeared Peter G. Dorflinger, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as Secretary for CarboMedics, Inc. on behalf of said Delaware corporation in the capacity stated.

GIVEN UNDER MY HAND and seal of office this 26th day of December, 1990.


Notary Public in and for the State of Texas


AMENDED PLAN OF MERGER

This Amended Plan of Merger ("Plan") is dated as of December 21, 1990.

CarboMedics, Inc. ("CarboMedics DE"), is a Delaware corporation and a wholly owned subsidiary of **CarboMedics, Inc.** ("CarboMedics TX"), a Texas corporation. The Plan of Merger for the two corporations is as follows:

1. The names of the corporations proposing to merge are:
 - a). CarboMedics, Inc. ("CarboMedics DE"), a Delaware corporation and a wholly owned subsidiary of CarboMedics, Inc., a Texas corporation, and
 - b). CarboMedics, Inc. ("CarboMedics TX"), a Texas corporation and a wholly owned subsidiary of Intermedics, Inc.
2. The authorized capital stock of CarboMedics TX is 10,000 shares of common stock, par value one dollar (\$1.00) per share. One thousand shares of common stock are issued and outstanding. All of the issued and outstanding shares of CarboMedics TX are owned by Intermedics, Inc., a Delaware corporation. The authorized capital stock of CarboMedics DE is 1,000 shares of common stock par value one cent (\$.01) per share. All of the stock of CarboMedics DE is owned by CarboMedics TX.
3. The corporations propose to merge CarboMedics TX into CarboMedics DE. The separate existence of CarboMedics TX will cease upon merger. CarboMedics DE will be the surviving corporation, and its separate corporate existence--with all its purposes, objects, rights, privileges, powers and franchises--will continue unaffected and unimpaired by the merger.
4. Each share of CarboMedics TX common stock issued and outstanding immediately prior to the merger will be converted into one share of CarboMedics DE common stock. Upon surrender of its stock certificate evidencing ownership of all the stock of CarboMedics TX, Intermedics, Inc., a Delaware corporation will be issued a certificate for all the outstanding stock of CarboMedics DE.
5. The Certificate of Incorporation of CarboMedics DE will be the Certificate of Incorporation of the surviving corporation. There will be no change in such certificate.
6. The Bylaws of CarboMedics DE will be the Bylaws of the surviving corporation.
7. The board of directors of CarboMedics DE will be the board of directors of the surviving corporation.

EXHIBIT A

TRADEMARK
REEL: 002082 FRAME: 0802

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 AMENDMENT OF "CARBOMEDICS, INC.", CHANGING ITS NAME FROM "CARBOMEDICS, INC." TO "SULZER CARBOMEDICS INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



2248961 8100

971000066

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 8273028

DATE: 01-06-97

TRADEMARK
REEL: 002082 FRAME: 0803

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/1996
971000066 - 2248961

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CARBOMEDICS, INC.**

CarboMedics, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the sole shareholder, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II. Effective as of January 27, 1997, Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"ARTICLE I

"The name of the corporation is Sulzer Carbomedics Inc. (hereinafter referred to as the "Corporation")."

IN WITNESS WHEREOF, CarboMedics, Inc. has caused this Certificate to be executed by Terry L. Marlatt, its authorized officer, on this ^{4th}~~2~~ day of December, 1996.


Terry L. Marlatt, President

UNANIMOUS WRITTEN CONSENT OF
THE SOLE SHAREHOLDER OF
CARBOMEDICS, INC.

Pursuant to the provisions of Section 228 of the Delaware General Corporation Law, the undersigned, representing the sole shareholder of CarboMedics, Inc., a Delaware corporation (the "Corporation"), adopts the following resolution:

RESOLVED that, effective January 27, 1997, the Certificate of Incorporation of the Corporation be amended by deleting Article I in its entirety and replacing with the following:


"ARTICLE I

The name of the corporation is Sulzer Carbomedics Inc.
(hereinafter referred to as the "Corporation")."

The undersigned further certifies that Sulzer*medica* USA Holding Company is the sole shareholder of the Company and that the adoption of this resolution in the manner described herein is authorized by the by laws of the Company.

IN WITNESS WHEREOF, this consent is executed as of December 4, 1996.

SULZER*medica* USA HOLDING COMPANY



André P. Buchel, Sole Director

**UNANIMOUS WRITTEN CONSENT
OF THE SOLE DIRECTOR OF
CARBOMEDICS, INC.**

The undersigned, being the sole director of Carbomedics, Inc. (the "Corporation"), hereby adopts the following resolutions without a meeting as permitted by Section 141(f) of the Delaware General Corporation Law. This consent will have the same force and effect as a unanimous vote at a meeting of the directors of the Corporation and may be stated as such in any document or instrument related to the Corporation:

RESOLVED that, effective January 27, 1997, the Sole Director deems it advisable and hereby recommends that the Certificate of Incorporation of the Corporation be amended by deleting Article I in its entirety and replacing with the following:

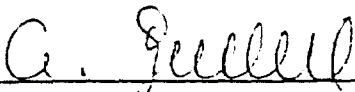
"ARTICLE I

The name of the corporation is Sulzer Carbomedics Inc.
(hereinafter referred to as the "Corporation")."

FURTHER RESOLVED that, pursuant to Section 242 of the Delaware General Corporation Law, the officers of the Corporation are authorized and directed to do all such things and sign all such documents as are required to carry out the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has executed and delivered this consent in the capacity stated below as of December 4, 1996.

CARBOMEDICS, INC.



André P. Buchel, Sole Director

dr:\Corpdocs\CnsntAmd.CMI