

6.12.00

07-17-2000

Client Code: NOBELB.042GEN

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**



101405485

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party:

S-O Operating Corp.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other:

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

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

Name: Nobel Biocare USA, Inc.
Internal Address:
Street Address: 22895 Eastpark Drive
City: Yorba Linda **State:** California **ZIP:** 92887

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other:



06-12-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #54

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) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: December 31, 1998

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

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
1,410,350; 1,983,215; 1,992,804; 2,129,471;
2,250,021

Additional numbers attached? Yes No

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

Name: Susan M. Moss
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: NOBELB.042GEN

7. Total fee (37 CFR 3.41): \$140

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:
Five (5) Trademark Registrations

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.

Susan M. Moss
Name of Person Signing

Signature

6/8/00
Date

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

Mail documents to be recorded with required cover sheet information to:

07/14/2000 ASCOTT 00000207 1410350

01 FC:481 40.00 OP
02 FC:482 100.00 OP

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Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

**TRADEMARK
REEL: 002102 FRAME: 0065**



06-12-2000

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #54

State of California



SECRETARY OF STATE

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

That the attached transcript of 4 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 22 2000



Secretary of State

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FILED
In the office of the Secretary of State
of the State of California

FEB 24 1999

Bill Jones
BILL JONES, Secretary of State

AGREEMENT AND PLAN OF MERGER
OF
NOBEL BIOCARE USA ACQUISITIONS, INC.,
NOBEL BIOCARE USA, INC.,
NOBEL BIOCARE EX, INC.,
AND
S-O OPERATING CORP.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 31st day of December, 1998, among Nobel Biocare USA Acquisitions, Inc. ("Acquirer"), a California corporation, Nobel Biocare USA, Inc. ("NB USA"), a Delaware corporation (formerly known as "Steri-Oss, Inc."), Nobel Biocare Ex, Inc. ("NB EX"), a Delaware corporation (formerly known as "Nobel Biocare USA, Inc."), and S-O Operating Corp. ("S-O Corp."), a Delaware corporation. Acquirer, NB USA, NB EX and S-O Corp. are sometimes collectively referred to herein as the "Constituent Corporations."

RECITALS

A. Acquirer was incorporated in 1998 under the laws of the State of California. The authorized capital stock of Acquirer consists of 5,000,000 shares of Preferred Stock, \$0.001 par value per share, of which no shares have been issued, and 30,000,000 shares of Common Stock, \$0.001 par value per share ("Acquirer Common Stock"), of which 100 shares are issued and outstanding as of the date hereof.

C. NB EX was incorporated in 1996 under the laws of the State of Delaware. The authorized capital stock of NB EX consists of 10,000 shares of Common Stock, \$100.00 par value per share ("NB EX Common Stock"), of which 5,000 shares are issued and outstanding as of the date hereof.

D. NB USA was incorporated in 1996 under the laws of the State of Delaware. The authorized capital stock of NB USA consists of 1,000 shares of Common Stock, \$0.01 par value per share ("NB USA Common Stock"), of which 100 shares are issued and outstanding as of the date hereof.

E. S-O Corp. was incorporated in 1996 under the laws of the State of Delaware. The authorized capital stock of S-O Corp. consists of 1,000 shares of Common Stock, \$0.01 par value per share ("S-O Common Stock"), of which all 1,000 shares are issued and outstanding as of the date hereof.

F. Nobel Biocare AB, a corporation organized under and governed by the laws of Sweden, owns all of the outstanding capital stock of each of Acquirer, NB USA, NB EX and S-O Corp.

G. The Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of each of the Constituent Corporations and their respective shareholders and stockholders, as the case may be, that NB USA, NB EX and S-O Corp (collectively the "Disappearing Corporations") be merged into and with Acquirer as permitted by the California General Corporation Law and the Delaware General Corporation Law, under and pursuant to the terms and conditions hereinafter set forth.

H. The Board of Directors and shareholders or stockholders, as the case may be, of each of the Constituent Corporations have approved this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual covenants and agreements contained herein, Acquirer, NB USA, NB EX and S-O Corp. agree to merge pursuant to the following terms and conditions:

1. Merger.

1.1. Merger. Upon the filing of this Agreement with the California Secretary of State, each of the Disappearing Corporations shall be merged into and with Acquirer (the "Merger"), with Acquirer as the surviving corporation.

1.2. Effective Date. The date on which the Merger occurs and becomes effective is hereby defined to be and is hereinafter referred to as the Effective Date. The Merger shall occur and be effective on the date that this duly executed and acknowledged Agreement and Plan of Merger is filed with the California Secretary of State as provided in the California General Corporation Law. The Constituent Corporations currently intend that the Effective Date shall be December 31, 1998 but such date may be changed with the approval of the Constituent Corporations.

1.3. Surviving Corporation. Acquirer, as the surviving corporation (sometimes referred to herein as the "Surviving Corporation") shall continue its corporate existence under the laws of the State of California. On the Effective Date, the separate corporate existence and corporate organization of each of the Disappearing Corporations, except insofar as it may be continued by operation of law, shall be terminated and shall cease.

2. Articles of Incorporation and Bylaws.

(a) The Articles of Incorporation of Acquirer, as in effect on the Effective Date, shall be and remain (until amended or repealed as provided by law) the Articles of Incorporation of the Surviving Corporation, except that the name of Acquirer shall be changed to "Nobel Biocare USA, Inc."

(b) The Bylaws of Acquirer, as in effect on the Effective Date, shall be and remain (until amended or repealed as provided by law) the Bylaws of the Surviving Corporation.

3. Officers and Directors.

The officers and directors of Acquirer immediately prior to the Merger shall be and remain the officers and directors, respectively, of the Surviving Corporation.

4. Effect of Merger on Outstanding Shares.

4.1. Acquirer. On the Effective Date, each share of Acquirer Common Stock issued and outstanding immediately prior to the Merger shall be unaffected by the Merger and shall remain outstanding.

order to vest, perfect, confirm or assure the Surviving Corporation title to and possession of all of said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Agreement.

6. Deferral, Termination, Expenses and Amendment.

6.1. Deferral. Consummation of the Merger may be deferred by the Board of Directors of Acquirer for a reasonable period of time if such Board determines that deferral would be in the best interests of Acquirer and its shareholders.

6.2. Termination. This Agreement may be terminated and the Merger hereby provided for abandoned at any time prior to the Effective Date by the Board of Directors of any of the Constituent Corporations. In the event of termination of this Agreement as provided above, this Agreement shall become wholly void and of no effect, and there shall be no liability on the part of any of the Constituent Corporations or their Boards of Directors, shareholders or stockholders, as the case may be, except as provided in Section 6.3 below.

6.3. Expenses. If the Merger becomes effective, the Surviving Corporation shall assume and pay all expenses in connection therewith not theretofore paid by the respective parties. If for any reason the Merger shall not become effective, each Constituent Corporation shall pay its own expenses incurred in connection with all the proceedings taken in respect of this Agreement or relating thereto.

6.4. Amendment. The parties hereto, by mutual consent of their respective Board of Directors, may amend, modify or supplement this Agreement in such manner as may be agreed upon by them in writing at any time before or after adoption and approval of this Agreement by the shareholders and/or stockholders, as the case may be, of the Constituent Corporations, but not later than the Effective Date; provided, however, that any such amendment, modification or supplement that has not been adopted and approved by the shareholders or stockholders, as the case may be, of each of the Constituent Corporations shall affect the rights of such shareholders or stockholders in a manner which is materially adverse to them, in the sole judgment of the Board of Directors of the Constituent Corporations.

7. Other Provisions.

7.1. Governing Law. This Agreement and the rights and obligations hereunder of the parties hereto shall be governed by and construed in accordance with the laws of the State of California.

7.2. Entire Agreement. This Agreement constitutes the entire agreement between the parties relating to the subject matter hereof and is intended as a complete and exclusive statement of the terms of the agreement between the parties hereto with respect thereto and supersedes all prior agreements, representations and understandings, whether written or oral.

7.3. Headings. The various headings used in this Agreement are inserted for convenience only and shall not affect the meaning or interpretation of this Agreement or any provision hereof.

7.4. Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute one and the same instrument.

7.5 Forwarding Address. The forwarding address for the Disappearing Corporations shall be Nobel Biocare USA, Inc., 22895 Eastpark Drive, Yorba Linda, CA 92887

7.6 Service of Process. The Surviving Corporation (a) hereby agrees that it may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of any Disappearing 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, if any, of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, (b) hereby irrevocably appoints the Secretary of the State of Delaware as its agent to accept service of process in any such suit or other proceeding; and (c) hereby that a copy of such process shall be mailed by the Secretary of the State of Delaware to the address set forth in Section 7.5 above.

**** Signature Page to Agreement and Plan of Merger ****

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective shareholders or stockholders, as the case may be, and Boards of Directors, have caused this Agreement and Plan of Merger to be executed by the officers set forth below as of the day and year first above written.

"ACQUIRER"

NOBEL BIOCARE USA ACQUISITIONS, INC.,
a California corporation

By: Martin J. Dymek
Martin J. Dymek
Its President

By: Bruce D. Nye
Bruce D. Nye
Its Secretary

"NB EX"

NOBEL BIOCARE EX, INC., a Delaware corporation

By: _____
James Derleth
Its President

By: Bruce D. Nye
Bruce D. Nye
Its Secretary

"NB USA"

NB USA, INC., a Delaware corporation

By: Martin J. Dymek
Martin J. Dymek
Its President

By: Bruce D. Nye
Bruce D. Nye
Its Secretary

"S-O CORP."

S-O OPERATING CORP., a Delaware corporation

By: Martin J. Dymek
Martin J. Dymek
Its President

By: Bruce D. Nye
Bruce D. Nye
Its Secretary

**** Signature Page to Agreement and Plan of Merger ****

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective shareholders or stockholders, as the case may be, and Boards of Directors, have caused this Agreement and Plan of Merger to be executed by the officers set forth below as of the day and year first above written.

"ACQUIRER"

NOBEL BIOCARE USA ACQUISITIONS, INC.,
a California corporation

By: _____
Martin J. Dymek
Its President

By: _____
Bruce D. Nye
Its Secretary

"NB EX"

NOBEL BIOCARE EX, INC., a Delaware corporation

By: *James Berleth*
James Berleth
Its President

By: _____
Bruce D. Nye
Its Secretary

"NB USA"

NB USA, INC., a Delaware corporation

By: _____
Martin J. Dymek
Its President

By: _____
Bruce D. Nye
Its Secretary

"S-O CORP."

S-O OPERATING CORP., a Delaware corporation

By: _____
Martin J. Dymek
Its President

By: _____
Bruce D. Nye
Its Secretary

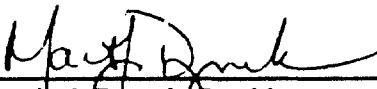
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Martin J. Dymek and Bruce D. Nye hereby certify that:

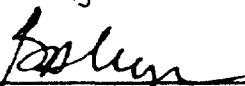
1. They are the President and the Secretary, respectively, of Nobel Biocare USA Acquisitions, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors and the shareholders of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. The Corporation has two classes of shares, designated Preferred Stock and Common Stock, respectively, and the number of shares outstanding for each such class is 0 shares of Preferred Stock and 100 shares of Common Stock.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 31, 1998



Martin J. Dymek, President



Bruce D. Nye, Secretary


CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

James Berleth and Bruce D. Nye hereby certify that:

1. They are the President and the Secretary, respectively, of Nobel Biocare Ex, Inc., a Delaware corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors and the stockholders of the Corporation.
3. The stockholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. The Corporation has only one class of shares and the number of shares outstanding is 5,000.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of my own knowledge.

Dated: December 31, 1998


James Derleth, President

Bruce D. Nye, Secretary

TRADEMARK

REEL: 002102 FRAME: 0076

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

James Berleth and Bruce D. Nye hereby certify that:

1. They are the President and the Secretary, respectively, of Nobel Biocare Ex, Inc., a Delaware corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors and the stockholders of the Corporation.
3. The stockholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. The Corporation has only one class of shares and the number of shares outstanding is 5,000.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of my own knowledge.

Dated: December 31, 1998

James Berleth, President



Bruce D. Nye, Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Martin J. Dymek and Bruce D. Nye hereby certify that:

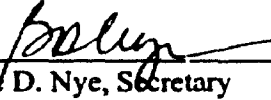
1. They are the President and the Secretary, respectively, of Nobel Biocare USA, Inc., a Delaware corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors and the stockholders of the Corporation.
3. The stockholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. The Corporation has only one class of shares and the number of shares outstanding is 100.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 31, 1998



Martin J. Dymek, President



Bruce D. Nye, Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Martin J. Dymek and Bruce D. Nye hereby certify that:


1. They are the President and Secretary, respectively, of S-O Operating Corp., a Delaware corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors and the stockholders of the Corporation.
3. The stockholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. The Corporation has only one class of shares and the number of shares outstanding is 1,000.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 31, 1998



Martin J. Dymek, President



Bruce D. Nye, Secretary

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**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
NOBEL BIOCARE USA ACQUISITIONS, INC.**

The undersigned Martin J. Dymek and Bruce D. Nye hereby certifies that:

ONE: They are the duly elected and acting president and secretary, respectively of Nobel Biocare USA Acquisitions, Inc., a California corporation.

TWO: Article 1 of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

"ARTICLE 1

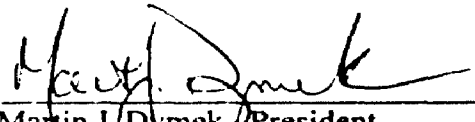
The name of this corporation is Nobel Biocare USA, Inc."

THREE: The foregoing amendment has been approved by the Board of Directors of said corporation.

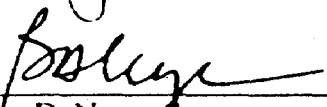
FOUR: The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Section 902 and 903 of the California General Corporation Law; the total number of outstanding shares entitled to vote with respect to the foregoing amendment was 100 shares of Common Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Irvine, California, on December 31, 1998.




Martin J. Dymek, President



Bruce D. Nye, Secretary



FILED
In the office of the Secretary of State
of the State of California

FEB 24 1999

BILL JONES, Secretary of State

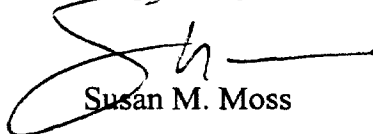
Assistant Commissioner for Trademarks

June 8, 2000

Page -2-

Please charge Deposit Account No. 11-1410 for any additional fees which may be required or credit any overpayment to this account. A copy of this letter is enclosed.

Respectfully submitted,



Susan M. Moss

Enclosures

cc: Jonathan A. Barney, Esq.

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