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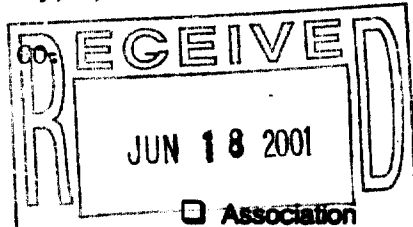
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

J. F. JELENKO & CO.

6-18-01



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

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

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

Name: HERAEUS-KULZER, INC.

Internal Address: _____

Street Address: 99 Business Park Drive

City: Armonk State: NY ZIP: 10504

- 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

3. Nature of conveyance:

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

Execution Date: December 18, 2000

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

A. Trademark Application No.(s)

75/612,039 75/611,530
 76/127,574 76/136,243
 76/097,942
 75/611,531

B. Trademark registration No.(s)

1,246,313 2,388,466 992,607
 388,792 1,030,549 2,184,928
 178,152 2,352,655 2,102,095
 2,373,822 1,243,507 1,159,002

Additional numbers attached? Yes No

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

Name: Wm. W. Rymer

Internal Address: _____

Street Address: 400 South Main Street

City: Providence State: RI ZIP: 02903

6. Total number of applications and registrations involved: _____

48

7. Total fee (37 CFR 3.41):..... \$ 1,215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-2376

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

06/22/2001 DBYRNE 00000029 182376 75612039

01 FC:481 40.00 CH
 02 FC:482 1175.00 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.

Wm. W. Rymer

Name of Person Signing

Signature

June 14, 2001

Date

Total number of pages comprising cover sheet: _____

2

B. Trademark Registration No.(s) (continued)

350,606
1,409,139
1,270,528
151,150
1,313,074
926,487
2,347,191
2,367,049
1,361,340
875,883
2,365,316
2,170,410
2,173,819
2,160,958
1,030,548
1,034,620
1,034,621
1,572,863
1,274,736
1,357,593
1,062,602
344,416
286,436
1,085,280
1,388,762
2,104,171
1,110,364
2,441,283
302,696
1,295,552

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"HERAEUS KULZER, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "J.F. JELENKO & CO." UNDER THE NAME OF
"HERAEUS-KULZER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2000, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2076741 8100M

AUTHENTICATION: 1089497

010187076

DATE: 04-19-01

TRADEMARK
REEL: 002317 FRAME: 0772

CERTIFICATE OF MERGER
of
HERAEUS KULZER, INC.
(a California corporation)
and
J.F. JELENKO & CO.
(a Delaware corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Heraeus Kulzer, Inc. ("Kulzer"), which is incorporated under the laws of the State of California; and

(ii) J.F. Jelenko & Co. ("Jelenko"), which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit, by Kulzer in accordance with the laws of the State of California and by Jelenko in the same manner as is provided in Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is J.F. Jelenko & Co. which shall continue its existence as said surviving corporation under the name Heraeus-Kulzer, Inc. ("Heraeus") upon the effective date of said merger, which shall

be January 1, 2001, pursuant to the provisions of the Delaware General Corporation Law.

4. The Certificate of Incorporation of Jelenko is to be amended and changed by reason of the merger herein certified by amending and restating Article First thereof, relating to the name so that said Article First reads, in its entirety, as follows:

"FIRST: The name of the corporation is
Heraeus-Kulzer, Inc."

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the Delaware General Corporation Law.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

J.F. Jelenko & Co.
99 Business Park Drive
Armonk, New York 10504

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

2000 4:11PM

The authorized capital stock of Kulzer consists of 100,000 shares of no stated par value. The authorized capital stock of Jelenko consists of 220,025 shares of which, 200,000 are Common Stock at \$.01 par value. 20,000 are non-voting Common Stock at \$.01 par value, and 25 are Preferred Stock at \$20,000.00 par value.

Executed as of December 18, 2000.

J.F. Jelenko & Co.
(a Delaware corporation)

By: 

Name: Horst Becker

Title: President