



HEET

102177908

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.,

7-30-02

a Delaware corporation

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Name Change Other

Effective Date: January 1, 2001

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

Name: Heraeus-Kulzer, Inc.,

a Delaware corporation

Internal

Address:

Street Address: 99 Business Park Drive

City: Armonk State: NY Zip 10504

Country:

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)

1,212,910 (TM "DURAFILL")

Additional numbers attached? Yes No

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

Nathaniel D. Kramer, Esq. Kirschstein, Ottinger, Israel & Schiffmiller 489 Fifth Avenue Suite 17 New York, New York 10017

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....40.00

- Enclosed Authorized to charge any additional fees to deposit account

8. Deposit Account No. 50-2216.

DO NOT USE THIS SPACE

9. Signature.

Nathaniel Kramer

Name of Person Signing

Signature

July 23, 02 Date

Total number of pages including cover sheet, attachments, and document: 5

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

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

08/02/2002 GTM11 00000132 1212910

01 FC:481

40.00 DP

TRADEMARK REEL: 002554 FRAME: 0541

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:

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

(2) 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.

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

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ID: 212-371-8410

FAUST RABRACH

Office of the Secretary of State

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:

"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.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0869197

DATE: 12-20-00

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ID:212-371-8410

FIRST RABACH

RECORDED: 07/30/2002

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