	1/Day (12/01)	ORM COVER SHEET U.S. DEPARTMENT OF CO		
	OMB No. 0651-0027 (exp. 5/31/2002 TRADEMA	ARKS ONLY U.S. Patent and Tradem		
	3 =			
	To the Honorable Commissioner of Patents and Trademarks: Please record the attached oginal documents or copy ti			
	. Name of conveying party(ies):	Name and address of receiving party(ies):		
	Surgical Dynamics Inc. 828102	Name: Howmedica Osteonics Corp.		
	Individual(s) Association	Internal Address: Street Address: 59 Route 17		
	General Partnership Limited Partnership			
	X Corporation-State Delaware			
	Other:	City: Allendale State: NJ Zip: 07401		
	Additional name(s) of conveying Yes	Individual(s) citizenship:		
	Additional name(s) of conveying party(ies) attached? X No	Association:		
	3. Nature of Conveyance:	General Partnership:		
	Assignment	Limited Partnership:		
	Security Agreement Change of Name	X Corporation-State: New Jersey		
	Other:	Other: If assignee is not domiciled in the United States, a Yes		
	Execution Date: July 1, 2002	domestic representative designation is attached: (Designations must be a separate document from assignment)		
		Additional name(s) & address(es) attached? Yes XNo		
(-	Application Number(s) or Registration Number(s):			
	A. Trademark Application No.(s): 75/772,871 76/322,955	B. Trademark Registration No.(s): 1383244 1475814 1477539		
	75/772,871 76/322,955	1383244 1475814 1477539		
	Additional numbers attached?	X Yes No		
	Name and address of party to whom correspondence concerning document should be mailed:	registrations involved:		
	Name: LERNER, DAVID, LITTENBERG, KRUMHOLI & MENTLIK, LLP			
		Enclosed		
	Internal Address:	X Authorized to be charged to Deposit Account		
	Street Address: 600 South Avenue West	Deposit account number:		
		12-1095		
	City: Westfield State: NJ Zip: 07090	(Attach duplicate copy of this page if paying by deposit account)		
	DO NOT USE THIS SPACE			
	9. Statement and signature:			
		information is true and correct and any attached copy is a		
	true copy of the original document.	true copy or the original document.		
	KEITH E. GILMAN LENT	(L. June 7/2/02		
	Name of Person Signing	Signature Date		
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Additional Application Nos. and/or Registration No. (4. Continued):				
Additional Registration Numbers 4B. Continued:				
1480701				
1492102 1732055				
1930273				
1940256				
1944610				
1975222 2007241				
2153297				
2184262				
2239675				
2242089 2243256				
2316928				
	Additional numbers attached?	No		
385046_1.DOC				



PAGE :

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT

"SURGICAL DYNAMICS INC.", A DELAWARE CORPORATION.

COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

WITH AND INTO "HOWMEDICA 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 FIRST DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.



Warriet Smile Hindson

2065103 8100M

020429727

AUTHENTICATION: 1865492

DATE: 07-02-02

STATE OF ORLAWARE SECRETARY OF STATE DIVISION OF COMPORATIONS FILED 09:00 AM 07/01/2003 020427372 ~ 2045103

CERTIFICATE OF OWNERSHIP AND MERGER MERGING SURGICAL DYNAMICS INC. NTO HOWMEDICA OSTEONICS CORP.

UNDER SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARD

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL", Howmedica Osteonics Corp., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), hereby executes the following Certificate of Ownership and Merger and certifies as follows:

- The Corporation owns all of the outstanding shares of each class of stock of Surgical Dynamics Inc., a corporation organized and existing under the laws of the State of Delaware ("SDI").
- The Corneration, by the following resolutions of its Board of Directors, duly adopted by manimous written consent dated July 1, 2002, determined to merge SDI into itself (the "Morner"):

RESOLVED, that it is hereby determined to be advisable and for the benefit of this Corporation that this Corporation merge into itself, and assume all of the liabilities and obligations of its wholly owned subsidiary, Surgical Dynamics Inc., a Delaware corporation ("SDI"), pursuant to the Agreement and Plan of Merger, dated as of July 1, 2002, between this Corporation and SDI in the form submitted to the undersigned.

RESOLVED, that this Corporation shall cause to be executed, filed and recorded the documents prescribed by the laws of the State of New Jersey and the State of Delaware and will cause to be performed all other necessary and appropriate acts to carry out the purposes of the foregoing resolution.

The Corporation hereby agrees that it may be served with process in Delaware in 3. any proceeding for enforcement of any obligation of SDI, as well as for enforcement of any obligation of the Corporation arising from the Merger, and the 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 Ostomics Corp. at the following address: 59 Route 17, Allendale, New Jersey 07401-1677.

V. W. / C. TLA 1

TRADEMARK

REEL: 002572 FRAME: 0608

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Mergar as the act and deed of the Corporation this 1st day of July, 2002, and affirms the statements contained herein are true under the penalties of perjury.

HOWMEDICA OSTRONICS CORP.

By

Name: Edward B. Lipos

Title: Group President

NYIMONI

STATE OF NEW JERSEY DEPARTMENT OF TREASURY FILING CERTIFICATION (CERTIFIED COPY)

HOWMEDICA OSTEONICS CORP.

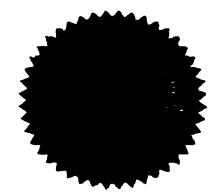
I, the Treasurer of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the Certificate of Merger Filed in this office July 1, 2002 as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.

IN TESTIMONY WHEREOF, I have

hereunto set my hand and affixed my Official Seal at Trenton, this 2nd day of July, 2002

flerem

John E McCormac, CPA
State Treasurer



CERTIFICATE OF MERGER

OF

SURGICAL DYNAMICS INC.

AND

HOWMEDICA OSTEONICS CORP.

FILED

JUL - 1 2002

STATE TREASURER

To the Secretary of State State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act, it is hereby certified that:

- 1. The names of the merging corporations are Howmedica Ostoonics Corp., which is a husiness corporation of the State of New Jersey, and Surgical Dynamics Inc., which is a business corporation of the State of Delaware and a wholly owned subsidiary of Howmedica Ostoonics Corp.
- 2. Howmedica Osteonics Corp. will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.
- 3. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Surgical Dynamics Inc. with and into its parent corporation, Howmedica Osteonics Corp., as approved by unanimous written consent of the directors of Howmedica Osteonics Corp. dated July 1, 2002.
- 4. The number of outstanding shares of Surgical Dynamics Inc. is 10, all of which are of one class and are owned by Howmedica Osteonics Corp.
- 5. The applicable provisions of the General Corporation Law of the State of Delaware, the jurisdiction under which Surgical Dynamics inc. was organized, with respect to

the merger herein provided for will, upon compliance with filing and recording provisions, have been complied with.

Execused on July 1, 2002.

HOWMEDICA OSTEONICS CORP.

By:

Edward B. Lipse Group President

TRADEMARK REEL: 002572 FRAME: 0612

RECORDED: 08/28/2002