

09-06-2002



HEET

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Docket No.:

58677.00014

Tab settings

To the Honorable Commissioner of

102214213

the attached original documents or copy thereof.

1. Name of conveying party(ies):

ACT Medical, Inc.

9.3.02

- Individual(s)
- General Partnership
- Corporation-State **Massachusetts**
- Other

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

3. Nature of conveyance:

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

Execution Date: **December 29, 2000**

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

Name: **MedSource Technologies, Newton Inc.**

Internal Address: **f/k/a ACT Acquisition Corp.**

Street Address: **150 California Street**

City: **Newton** State: **MA** ZIP: **02458**

- 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 Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,523,583

Additional numbers

Yes No

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

Name: **Karl M. Zielaznicki, Esq.**

Internal Address: **Jenkins & Gilchrist Parker Chapin LLP**

The Chrysler Building

Street Address: **405 Lexington Avenue**

City: **New York** State: **NY** ZIP: **10174**

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41):.....\$ **40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500-672

INVOICE SECTION
AUG 28 11:18 AM '02

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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.

Karl M. Zielaznicki

Name of Person Signing

Signature

August 28, 2002

Date

Total number of pages including cover sheet, attachments, and **TRADEMARK**

5

State of Delaware
Office of the Secretary of State

PAGE 1

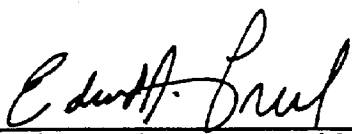
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ACT MEDICAL, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "ACT ACQUISITION CORP." UNDER THE NAME OF
"MEDSOURCE TECHNOLOGIES, NEWTON INC.", A CORPORATION ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2000, AT 4:30 O'CLOCK P.M.

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

3314037 8100M
001658990




Edward J. Freel, Secretary of State

AUTHENTICATION: 0886965

DATE: 01-02-01

TRADEMARK
REEL: 002577 FRAME: 0109

STATE OF DELAWARE 02/03
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/29/2000
001658990 - 3314037

**CERTIFICATE OF MERGER
OF ACT MEDICAL, INC.
INTO
ACT ACQUISITION CORP.**

The undersigned corporation **DOES HEREBY CERTIFY:**

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
ACT Acquisition Corp.	Delaware
ACT Medical, Inc.	Massachusetts

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is ACT Acquisition Corp., which shall herewith be changed to MedSource Technologies, Newton Inc.

FOURTH: That the Certificate of Incorporation of ACT Acquisition Corp., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation, except that Article I of such Certificate of Incorporation is hereby amended to read in its entirety as follows: "The name of the corporation (hereinafter called the "Corporation") is MedSource Technologies, Newton Inc."

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 110 Cheshire Lane, Suite 100, Minneapolis, MN 55305.


SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of ACT Medical, Inc. is 6,000,000 shares consisting entirely of common stock, no par value.

EIGHTH: That this Certificate of Merger shall be effective on the filing of the Certificate of Merger in Delaware in accordance with the Delaware General Corporation Law.

Dated: December 29, 2000

ACT ACQUISITION CORP.

By: 
Richard J. Effress
Chairman of the Board and
Chief Executive Officer

M1:691414.03