

Form PTO-1594 (Rev. 03/01) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002) **TRADEMARK ONLY**

Our Ref.: T4044 US

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

1. Name of conveying party(ies):  
Medtronic Xomed Surgical Products, Inc.

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

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

2. Name and address of receiving party(ies)  
Medtronic Xomed, Inc.  
6743 Southpoint Drive  
Jacksonville, Florida 33216

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - State Delaware  
 Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement     Change of Name  
 Other \_\_\_\_\_

Execution Date: January 1, 2001

If assigned is not domiciled in the United States, a domestic representative designation 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 number(s)  
A. Trademark Application No(s).

B. Trademark Registration Numbers(s)  
  
1051189 MEROCEL

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
  
Cindy Evenson  
Medtronic, Inc.  
M.S. LC340  
710 Medtronic Parkway  
Minneapolis, MN 55432-5604

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 13-2546  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.*

Cindy L. Evenson  
Name of Person Signing

[Signature]  
Signature

1/3/03  
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

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 OWNERSHIP, WHICH MERGES: "MEROCEL CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "MEDTRONIC XOMED SURGICAL PRODUCTS, INC." UNDER THE NAME OF "MEDTRONIC XOMED, 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 1:02 O'CLOCK P.M.

5

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

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

Doc# 2001007598  
Book: 9850  
Pages: 2136 - 2140  
Filed & Recorded  
01/10/2001 10:19:14 AM  
JIM FULLER  
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DUVAL COUNTY  
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Record and Return To:  
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Kerman Senterfitt  
6 North Laura Street, Suite 2750  
Jacksonville, FL 32202



*Harriet Smith Windsor*  
Secretary of State

2391243 8100M  
001657975

AUTHENTICATION: 0892012

DATE: 01-03-01

TRADEMARK  
REEL: 002590 FRAME: 0867

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
MEROCEL CORPORATION**

**INTO  
MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

Pursuant to Section 253, Chapter 8 of the Delaware Code, the following Certificate of Ownership and Merger is adopted by and between Medtronic Xomed Surgical Products, Inc., a Delaware corporation ("Surviving Corporation") and Meroceel Corporation, a Delaware corporation ("Target"):

1. The name of the parent corporation is Medtronic Xomed Surgical Products, Inc., a Delaware corporation.
2. The name of the subsidiary corporation is Meroceel Corporation, a Delaware corporation.
3. Target shall be merged with and into the Surviving Corporation pursuant to the Agreement and Plan of Merger (the "Plan of Merger") approved by and adopted between Surviving Corporation and Target.
4. The effective date of the merger shall be January 1, 2001, upon filing of this Certificate of Merger in the Division of Corporations of the Department of State, State of Delaware (the "Effective Date").
5. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, subject to the Amendment that will change the Surviving Corporation's name as set forth in Item 8 of this Certificate of Ownership and Merger.
6. The Plan of Merger was adopted, approved, certified, executed and acknowledged by the Surviving Corporation in accordance with Section 253 of the Delaware Code. The Plan of Merger was duly adopted and approved by the directors of the Surviving Corporation on December 15, 2000. A copy of the directors' consent of the Surviving Corporation is attached hereto as Exhibit A and is incorporated herein by reference.
7. The Plan of Merger is on file at the office of the Surviving Corporation at the principal office address of 6743 Southpoint Drive North, Jacksonville, Florida 32216. The Plan of Merger will be provided to each constituent corporation.
8. The name of the Surviving Corporation after the Merger shall be changed to Medtronic Xomed, Inc.

MD-92665.01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:02 PM 12/29/2000  
001657975 - 2391243

IN WITNESS WHEREOF, the Surviving Corporation and Target have caused this Certificate of Ownership and Merger to be executed by their respective officers as of December 27, 2000.

Medtronic Xomed Surgical Products, Inc.

Marocel Corporation

By: [Signature]  
Print Name: STEVE A. FRIAS  
Its: VICE PRESIDENT

By: [Signature]  
Print Name: JAMES A. FRIAS  
Its: SECRETARY