

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
N D M, Inc.		11/05/1999	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	ConMed Corporation
Street Address:	525 French Road
City:	Utica
State/Country:	NEW YORK
Postal Code:	13502-5945
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1870448	PROFILE
Registration Number:	1670154	PLIA-CELL
Registration Number:	1772752	CLEARSITE
Registration Number:	1719421	TENDER TRACE
Registration Number:	1640898	CLEARSITE
Registration Number:	1301440	DIA TEMP II
Registration Number:	1055977	V-TRACE
Registration Number:	1454095	HIGH-DEMAND
Registration Number:	1085414	SILVON

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CORRESPONDENCE DATA	
Fax Number:	(315)233-4359
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(315) 471-3151
Email:	ip@hancocklaw.com
Correspondent Name:	Timothy D. Evans
Address Line 1:	1500 MONY Tower 1, P.O. Box 4976

Address Line 4: Syracuse, NEW YORK 13221-4976

ATTORNEY DOCKET NUMBER:

100879-00004 - NDM ASSIGN

NAME OF SUBMITTER:

Timothy D. Evans

Total Attachments: 13

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GENERAL CONVEYANCE AND ASSIGNMENT

N D M, INC., a New York Corporation with offices at 310 Broad Street, Utica, New York 13501 (hereinafter referred to as "Company"), pursuant to a Plan of Liquidation and Dissolution adopted November 5, 1999, does hereby convey, assign, sell, transfer and set over to ConMed Corporation, the holder of all of the outstanding shares of stock of the Company (hereinafter referred to as "Sole Shareholder"), subject to any remaining liabilities of the Company, all of the Company's right, title and interest in all properties and assets of every kind and description and wherever located, both domestic and foreign, including, without limiting generality of the foregoing, all of the Company's right, title and interest as of the date hereof in the following:

1. All cash on hand and in all banks, accounts receivable, bills receivable, promissory notes, commercial papers, acceptances, deposits and investments, stocks, bonds, and other securities;
2. All contracts, agreements, licenses, options and other arrangements including, without limiting the generality of the foregoing, all executory contracts, purchase contracts, sales contracts, leases, commitments and undertakings, franchises and other contracts and agreements of every kind and nature and all rights and benefits therein and thereunder accrued and to accrue;
3. All lands owned in fee or otherwise and all buildings, improvements, plants and fixtures thereon and therein, all leasehold interests and improvements, all reversion and all other interest in real estate;
4. All equipment, furnishings and supplies, including, without limiting the generality of the foregoing, all inventory, machinery, material, raw materials, work in process, finished parts, finished products and goods used or usable in connection with the Company's business;
5. All office furniture, fixtures and equipment, all stationery and office supplies, all typewriters, reproducing devices, calculators, adding machines, files and other office machinery and equipment;

6. All trucks, automobiles and all other vehicles;
7. All deferred charges and all rights and funds of whatever nature;
8. The right to use the name N D M, INC. and any and all variances thereof;
9. All documents, leases and instruments evidencing ownership of any interest in property;
10. All policies of insurance of every kind and any nature, all fidelity and other bonds and all rights or claims accrued thereunder or to accrue;
11. All claims against any person, firm, corporation or other entity, all demands, rights, equities and choses in action and the proceeds thereof and all interest in litigation now pending by or against the Company and in all demands and causes of action of whatever kind and nature, including, but in no way limited to, the rights to any escrowed funds;
12. All inventions or discoveries, letters patent, applications for letters patent, licenses, sub-licenses and all applications for licenses under letters patent, trademarks, trade secrets, application for trademarks, trade names and slogans, formula, processes, brand names, copyrights and "know how" and all rights registered or under application for registration thereof now pending or in abatement or authorized, both domestic and foreign;
13. All other property owned or claimed by the Company, real, personal and/or mixed, whether in possession of the Company or its agents, employees or nominees, in transit or in possession of any other corporation, partnership, sole proprietorship or other entity or person, whether tangible or intangible; and
14. All of the Company's investments and interest in any other corporations, partnerships, sole proprietorships or other entities or persons.

It being the intent of the Company to convey hereby all assets and property of every kind and character, tangible and intangible, real, personal or mixed, wheresoever the same may be situate, owned, or held in which the Company has or claims interest.

TO HAVE AND TO HOLD the properties, assets, interest and rights hereby conveyed, together with all rights and privileges in any way appertaining thereto unto the Sole

Shareholder, its heirs and assigns, and the Sole Shareholder, its heirs and assigns are hereby substituted and subrogated in and to all warranties hereto before given by the Company's predecessors in title.

The Company hereby covenants and agrees with the Sole Shareholder that, at any time or from time to time hereafter, the Company, at the request of the Sole Shareholder, its heirs or assigns, shall execute and deliver to the Sole Shareholder, its heirs or assigns, all such further instruments of conveyance, assignment, sale and transfer as may be necessary or proper in order to more effectively convey, assign, sell and transfer to the Sole Shareholder, its heirs or assigns, all of the properties, assets, interests and rights of the Company conveyed and assigned hereunder.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed by an officer hereunder duly authorized on this 5th day of November, 1999.

N D M, INC.

By: Eugene R. Corasanti
Eugene R. Corasanti, President

STATE OF NEW YORK)
COUNTY OF ONEIDA) ss.:

On the 5th day of November, 1999, before me, the undersigned, a notary public in and for said state, personally appeared Eugene R. Corasanti, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Vicki Antonov
Notary Public

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PLAN OF LIQUIDATION AND DISSOLUTION

OF

N D M, INC.

The Board of Directors of N D M, INC. (the "Corporation"), at a special meeting duly convened on the 5th day of November, 1999, to consider the advisability of voluntarily dissolving the Corporation, and it being the opinion of the Board that it is advisable and in the best interests of the Corporation to effect such a resolution, and the Board having adopted by majority vote, a plan for a voluntary dissolution of the Corporation, does hereby elect that the Corporation be dissolved in accordance with the following plan:

FIRST: The Corporation's assets shall be conveyed and assigned to its sole shareholder, ConMed Corporation (the "Sole Shareholder") in complete liquidation of the Corporation on substantially the terms and conditions described in the General Conveyance and Assignment attached to this Consent (the "Agreement").

SECOND: Such conveyance and assignment shall be in complete liquidation and in redemption of all of the Corporation's issued and outstanding shares of capital stock.

THIRD: The Agreement, pursuant to which the Corporation will convey and assign substantially all of the assets of the Corporation to the Sole Shareholder is hereby duly adopted, approved and ratified in all respects; the President of the Corporation is hereby authorized to accept the Agreement on behalf of the Corporation, with such changes or modifications as he shall approve and his signature shall be conclusive evidence of such approval; and the proper officers of the Corporation are hereby authorized to perform all obligations of the Corporation under the Agreement.

FOURTH: The Corporation shall be dissolved under Section 1003 of the Business Corporation Law of the State of New York, and the President of the Corporation shall execute a Certificate of Dissolution which shall be filed at such time by counsel to the Corporation as they shall deem appropriate.

FIFTH: The President, any Vice President, Secretary or any other officer or agent of the Corporation is hereby duly authorized and empowered to take such action, execute such instruments and documents including, without limitation, deeds, bills of sale, certificates and tax returns and perform such acts as shall be necessary and/or expedient to effectuate a closing of the transaction contemplated hereby and to wind up the affairs of the Corporation, to negotiate, execute and

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deliver all documents and agreements and perform such acts and do such things as shall be necessary and/or expedient in connection with the proposed transaction to effectuate a closing thereof, and to obtain such authorizations and consents as shall be necessary and/or expedient in order to effectuate the proposed transaction.

N D M, INC.

By: Eugene R. Corasanti
Eugene R. Corasanti, President

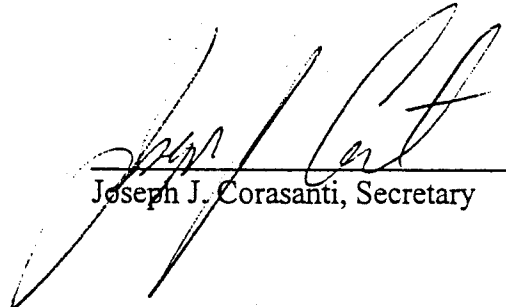
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CERTIFICATION

STATE OF NEW YORK)
COUNTY OF ONEIDA) ss.:

I, Joseph J. Corasanti, Secretary of N D M, INC., hereby certifies that a special meeting of the Board of Directors of the Corporation was held at 10:00 a.m. on November 5, 1999 at 310 Broad Street, Utica, New York 13501 and the within resolution was duly submitted and passed by a majority vote of the Board of Directors.

Dated: November 5, 1999



Joseph J. Corasanti, Secretary

FILING RECEIPT

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ENTITY NAME: N D M, INC.

DOCUMENT TYPE: DISSOLUTION (DOMESTIC)

COUNTY: ONEI

SERVICE COMPANY: NATIONWIDE INFORMATION SERVICES, INC.

SERVICE CODE: 27

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FILED:12/12/2000 DURATION:***** CASH#:001212000858 FILM #:001212000827

ADDRESS FOR PROCESS

REGISTERED AGENT



FILER	FEES		PAYMENTS	
-----	-----	95.00		95.00

JOSEPH T. MANCUSO, ESQ	FILING	60.00	CASH	0.00
HANCOCK & ESTABROOK, LLP	TAX	0.00	CHECK	0.00
1500 MONY TOWER I, PO BOX 4976	CERT	0.00	CHARGE	0.00
SYRACUSE, NY 13221	COPIES	10.00	DRAWDOWN	95.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

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State of New York }
Department of State }^{ss.}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

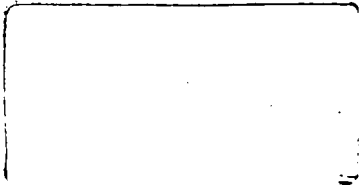
Witness my hand and seal of the Department of State on DEC 14 2000



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)



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New York State Department of
Taxation and Finance

Processing and Revenue Management Division
W A Harriman Campus
Albany NY 12227-0001

Consent to Dissolution of a Corporation

Consent Date: 10/3/00

Taxpayer ID: B-16-1495367-5

To The Secretary of State:

Pursuant to provisions of Section 1004 of Article 10 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the dissolution of:

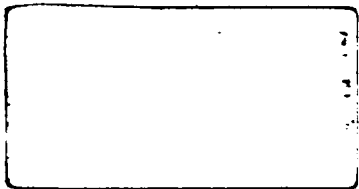
NOM, INC.

This consent is effective until: 1/2/01

By P. Joseph Kreiss
For the Commissioner of Taxation and Finance

PR-960 (4/96)

Department of State Copy



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CERTIFICATE OF DISSOLUTION

OF

N D M, INC.

UNDER SECTION 1003 OF THE BUSINESS CORPORATION LAW

Pursuant to the provisions of Section 1003 of the Business Corporation Law, the undersigned President hereby certifies:

FIRST: That the name of the corporation is N D M, INC.

SECOND: That the Certificate of Incorporation of the corporation was filed in the office of the Secretary of State of New York on the 7th day of December, 1995.

THIRD: That the names and addresses of the directors of the corporation are as follows:

<u>Names</u>	<u>Addresses</u>
Eugene R. Corasanti	310 Broad Street Utica, New York 13501
Joseph J. Corasanti	310 Broad Street Utica, New York 13501

and the names, title and addresses of the officers are as follows:

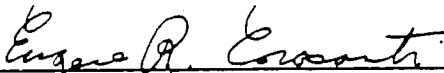
<u>Names</u>	<u>Titles</u>	<u>Addresses</u>
Eugene R. Corasanti	President	310 Broad Street Utica, New York 13501
Joseph J. Corasanti	Vice President, Secretary	310 Broad Street Utica, New York 13501
Joseph B. Gross	Vice President/Operations	310 Broad Street Utica, New York 13501
Robert D. Shallish, Jr.	Treasurer/Asst. Secretary	310 Broad Street Utica, New York 13501

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FOURTH: That the said corporation elects to dissolve.

FIFTH: That the dissolution of the corporation was authorized by the vote of the holder of all outstanding shares entitled to vote thereon at a meeting of the shareholder.

IN WITNESS WHEREOF, I hereunto sign my name this 5th day of November, 1999.



Eugene R. Corasanti, President

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CERTIFICATE OF DISSOLUTION

OF

N D M, INC.

UNDER SECTION 1003 OF THE BUSINESS CORPORATION LAW

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DEPARTMENT OF STATE
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Joseph T. Mancuso, Esq.
Hancock & Estabrook, LLP
1500 MONY Tower I, P. O. Box 4976
Syracuse, New York 13221

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CERTIFICATION

The undersigned Certifies that the copies of the General Conveyance and Assignment, Plan of liquidation and Dissolution of NDM, Inc., and Certified copy of the Certificate of Dissolution of NDM, Inc. are true and accurate copies of the original documents.

Date: 9/3/02 _____  _____
George R. McGuire