

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/06/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ocular Sciences, Inc.		01/06/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TCC Acquisition Corp.
Street Address:	6140 Stoneridge Mall, Suite 590
City:	Pleasanton
State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1884230	CLINAFLEX
Registration Number:	1887808	AQUATECH
Registration Number:	1893553	PROCON

CORRESPONDENCE DATA

Fax Number: (415)882-3232
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4158823200
 Email: tmparalegal2@owe.com
 Correspondent Name: Owen, Wickersham & Erickson, P.C.
 Address Line 1: 455 Market Street, Suite 1910
 Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:	Erin M. Clarke
Signature:	/emcl

CH \$90.00 1884230

Date:

03/31/2005

Total Attachments: 4

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Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

"OCULAR SCIENCES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TCC ACQUISITION CORP." UNDER THE NAME OF "TCC ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JANUARY, A.D. 2004, AT 7:41 O'CLOCK A.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3598961

DATE: 01-06-05

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CERTIFICATE OF MERGER

OF

OCULAR SCIENCES, INC.,

WITH AND INTO

TCC ACQUISITION CORP.,

TCC Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

1. That the name and state of incorporation of the constituent corporations is as follows:

- (a) TCC Acquisition Corp., a Delaware corporation ("TCC"), duly incorporated under the laws of the State of Delaware on July 22, 2004; and
- (b) Ocular Sciences, Inc., a Delaware corporation ("Ocular"), duly incorporated under the laws of the State of Delaware on May 9, 1997.

2. The Agreement and Plan of Merger, dated as of July 28, 2004, as amended on October 18, 2004, by and among The Cooper Companies, Inc., a Delaware corporation ("Cooper"), TCC, a wholly-owned subsidiary of Cooper, and Ocular (the "Agreement and Plan of Merger"), whereby Ocular will merge with and into TCC (the "Merger") so that the separate existence of Ocular will cease as soon as the Merger becomes effective, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law (the "DGCL") (and, with respect to TCC, by the written consent of its sole stockholder in accordance with Section 228 of the DGCL.)

3. The name of the surviving corporation is TCC Acquisition Corp., a Delaware corporation (the "Surviving Corporation").

4. The Certificate of Incorporation of TCC, as in effect immediately prior to the Merger, shall remain in effect as the Certificate of Incorporation of the Surviving Corporation.

5. The fully executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, located at 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any

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constituent corporation.

7. The Effective Time of the Merger shall be the time of the filing of this Certificate of Merger with the Delaware Secretary of State.

[Signature Page Follows]

IN WITNESS WHEREOF, TCC has caused this Certificate of Merger to be executed by its duly authorized officer this 6th day of January, 2005.

TCC ACQUISITION CORP.

By: 
Carol R. Kautman
Vice President and Secretary

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OCULAR SCIENCES - TCC ACQUISITION CORP.
Signature Page to Certificate of Merger

RECORDED: 03/31/2005

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