

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Prism Enterprises LP		06/24/2004	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Prism Enterprises, Inc.
Street Address:	6140 Stoneridge Mall Road
Internal Address:	Suite 590
City:	Pleasanton
State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1843571	TRANSWARMER
Registration Number:	1909538	WARM GEL
Registration Number:	2155735	PEARL EDGE
Registration Number:	2164687	MITYSOFT
Registration Number:	2388098	PRISM HEALTHCARE
Registration Number:	2398380	MITYHOOK
Registration Number:	2412514	"M" STYLE
Registration Number:	2419603	MITYVIEW
Registration Number:	2548926	"M" SELECT
Registration Number:	2716416	MITYONE
Serial Number:	78222820	MYSTIC

CORRESPONDENCE DATA

900024953

**TRADEMARK
 REEL: 003088 FRAME: 0001**

CH \$290.00 1843571

Fax Number: (415)882-3232
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (415) 882-3200
Email: tmlegal2@owe.com
Correspondent Name: Owen, Wickersham & Erickson, P.C.
Address Line 1: 455 Market Street
Address Line 2: Suite 1910
Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:	Erin M. Clarke
Signature:	//emc//
Date:	05/19/2005

Total Attachments: 6
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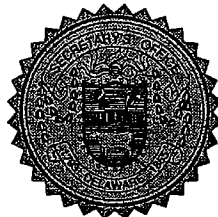
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "PRISM ENTERPRISES LP" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PRISM ENTERPRISES LP" TO "PRISM ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2004, AT 8:41 O'CLOCK A.M.

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



2320649 8100V

040465486

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3192463

DATE: 06-24-04

TRADEMARK
REEL: 003088 FRAME: 0004

STATE OF DELAWARE

CERTIFICATE OF CONVERSION
FROM A PARTNERSHIP TO
A CORPORATION PURSUANT TO
SECTION 265 OF THE DELAWARE
GENERAL CORPORATION LAW

1. The partnership is formed under the jurisdiction of the State of Delaware.
2. The name of the partnership immediately prior to filing this Certificate is PRISM ENTERPRISES LP.
3. The date the partnership was first formed, originally as a corporation under the name "Prism Enterprises, Inc.", is December 29, 1992. Prism Enterprises, Inc. subsequently filed a Certificate of Conversion to become Prism Enterprises LP on October 31, 2001.
4. The name of the corporation as set forth in the Certificate of Incorporation is PRISM ENTERPRISES, INC.

Signed on June 21, 2004

PRISM GP LLC, General Partner

By: 
Name: Nicholas J. Pichotta

Title: Authorized Representative

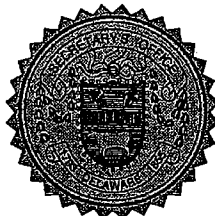
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PRISM ENTERPRISES, INC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2004, AT 8:41 O'CLOCK A.M.

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



2320649 8100V

040465486

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3192463

DATE: 06-24-04

TRADEMARK
REEL: 003088 FRAME: 0006

CERTIFICATE OF INCORPORATION

OF

PRISM ENTERPRISES, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Title 8, Chapter 1, of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is:

Prism Enterprises, Inc.

SECOND: The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, 19808, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares, all of which shall be shares of one class of common stock, par value \$0.01 per share.

FIFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Nicholas J. Pichotta	c/o CooperSurgical, Inc. 95 Corporate Drive Trumbull, CT 06611

SIXTH: The Corporation is to have perpetual existence.

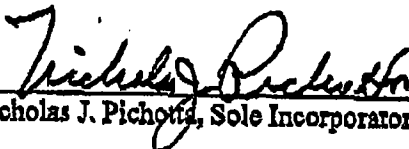
SEVENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: The election of directors need not be by written ballot, except as may be otherwise provided in the By-Laws.

TENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders or the Corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

Signed on June 21, 2004


Nicholas J. Pichotta, Sole Incorporator