

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/09/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Fisma		06/13/2002	CORPORATION: UTAH

**RECEIVING PARTY DATA**

Name:	Lumenis Inc.
Street Address:	2400 Condensa St.
City:	Santa Clara
State/Country:	CALIFORNIA
Postal Code:	95051
Entity Type:	CORPORATION: MASSACHUSETTS

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1913168	ENDOOCULAR

**CORRESPONDENCE DATA**

Fax Number: (212)632-3489  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2126323480  
 Email: trademarks@pczlaw.com  
 Correspondent Name: Nathaniel Buchek  
 Address Line 1: 10 Rockefeller Plaza  
 Address Line 2: Suite 1001  
 Address Line 4: New York, NEW YORK 10020

NAME OF SUBMITTER:	Nathaniel Buchek
Signature:	/Nathaniel Buchek/
Date:	08/17/2005

CH \$40.00 1913168

**Total Attachments: 8**

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State of Utah  
DEPARTMENT OF COMMERCE  
Division of Corporations & Commercial Code

This form must be type written or computer generated. For your convenience, this form has been designed to be filled out and printed online.

Non-Refundable Fee	
<input type="checkbox"/> Domestic	\$25.00
<input type="checkbox"/> Foreign	\$35.00

**MERGER**  
**RECEIVED**

JUL 13 2002

Utah Div. of Corp. & Comm. Code

### Articles of Merger / Share Exchange

FISMA CORPORATION

the non-surviving corporation

Into

LUMENIS INC.

the surviving corporation

State of Utah  
Division of Corporations & Commercial Code  
I hereby certify that the foregoing has been filed  
And that the same is correct and true to the best of my knowledge and belief  
in the State of Utah and that I hereby issued  
this Certificate of Authority.  
Examining Officer: *[Signature]* Date: *7/13/02*



Director

#### ARTICLE I - Surviving Corporation

##### Section 1

The name of the corporation surviving the merger is: LUMENIS INC.  
and such name  has  has not been changed as a result of the merger.

##### Section 2

A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on \_\_\_\_\_

B. The surviving corporation is a foreign corporation incorporated under the laws of the State of Massachusetts and  qualified  not qualified to do business in Utah.

Note: If application for Certificate of Authority to Transact Business is filed concurrently herewith with: "Upon approval of Application for Certificate of Authority" **UPON APPROVAL OF APPLICATION FOR CERTIFICATE OF AUTHORITY**

C. The effective date of the merger described herein shall be the date upon which these Articles are filed with the Utah Division of Corporations and Commercial Code, or \_\_\_\_\_

#### ARTICLE II - Non-surviving Corporation(s)

The name, state of incorporation, and date incorporation or qualification (if applicable) respectively, of each Utah domestic corporation and Utah qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation: FISMA CORPORATION  
State of Domicile: UTAH Date of Incorporation / Qualification in Utah: 10/1/81

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

Name of Corporation: \_\_\_\_\_  
State of Domicile: \_\_\_\_\_ Date of Incorporation / Qualification in Utah: \_\_\_\_\_

#### ARTICLE III - Plan of Merger or Share Exchange

The Plan of Merger or Share Exchange, containing such information as required by Utah Code 16-10a-1101, is set forth in "Exhibit A", attached hereto and made a part hereof.

05-17-02PCT:08 RCVC

ARTICLE IV - Manner of Adoption & Vote of Surviving Corporation (must complete Section 1 or 2)

Section 1

Shareholder vote not required.

The merger / share exchange was adopted by the ~~board of directors~~ board of directors without shareholder action and shareholder action was not required.

Section 2

Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on \_\_\_\_\_ 20 \_\_\_\_\_ and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

Designation of each voting group (i.e. preferred and common)  
 Number of outstanding shares  
 Number of votes entitled to be cast  
 Number of votes represented at meeting  
 Shares voted in favor  
 Shares voted against

TOTAL	A	B	C
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ARTICLE V - Manner of Adoption & Vote of Non-surviving Corporation (must complete Section 1 or 2)

Section 1

Shareholder vote not required.

The merger / share exchange was adopted by the ~~board of directors~~ board of directors without shareholder action and shareholder action was not required.

Section 2

Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

- A. Unanimous written consent executed on \_\_\_\_\_ 20 \_\_\_\_\_ and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

Designation of each voting group (i.e. preferred and common)  
 Number of outstanding shares  
 Number of votes entitled to be cast  
 Number of votes represented at meeting  
 Shares voted in favor  
 Shares voted against

TOTAL	A	B	C
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

In Witness Whereof, the undersigned being the Secretary of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 9th day of June, 2002.

MIRELLA MOSHE

Signature

Printed Name

Mail In: S.M. Box 146705  
 Salt Lake City, Utah 84114-6705  
 Walk In: 160 East 300 South, Main Floor  
 Corporation's Information Center: (801) 530-8849  
 Toll Free Number: (877) 525-3994 (Utah Residents)  
 Fax: (801) 530-6438  
 Web Site: http://www.acommerce.utah.gov

## Exhibit A

**Agreement and Plan of Merger  
of Subsidiary Into Parent Corporation.**

First: FISMA Corporation, a Utah corporation ("FISMA"), the wholly-owned subsidiary of Lumenis Inc., a Massachusetts corporation ("Lumenis"), proposes to merge into Lumenis.

Second: FISMA shall be merged into Lumenis which shall be the surviving corporation.

Third: The purposes of Lumenis are and shall remain as follows:

(a) Marketing, distribution and sale of medical and non-medical instruments, equipment and supplies; and

(b) to carry on any manufacturing, mercantile, selling, management, service or other business, operation or activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraph.

Fourth: Lumenis' authorized number of shares of capital stock is, and shall remain, 1,000 shares of common stock, each of \$1.00 par value. All the issued and outstanding shares of Lumenis, the surviving corporation, shall remain unchanged in the hands of the holders thereof as issued and outstanding shares of the surviving corporation.

Fifth: All shares of common stock of FISMA shall be cancelled as of the effective date of merger, and the certificates for such shares shall be surrendered and cancelled.

Sixth: The certificate of incorporation and bylaws of Lumenis, the surviving corporation, shall remain unchanged until amended or changed as provided therein or as provided by law.

Seventh: (a) All the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of FISMA, including any amounts receivable from Lumenis, shall be transferred to, vest in, and devolve upon Lumenis, the surviving corporation, without further act or deed and every interest of Lumenis and FISMA shall be as effectively the property of Lumenis, the surviving corporation, as they were of Lumenis and FISMA, respectively.

(b) Lumenis shall assume and be liable for all the liabilities, obligations, and penalties of FISMA.

Eighth: The effective date of merger of Lumenis and FISMA, shall be the date of filing of the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts, provided that such date be no later than thirty (30) days after filing the Articles of Merger with the Secretary of State of Utah.

Examiner

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FEDERAL IDENTIFICATION NO. 01-3163703 (3) Regi \$250.00

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# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Regi Ganger, President / ~~Chairman~~ President,  
and Mirella Mosha, Clerk / ~~Secretary~~ Secretary,  
of Lumenis Inc. (Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,  
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
FISMA Corporation (h/c)	Utah	October 1, 1981
Instruments For Surgery And Diagnostics, Inc. (h/c)	Oregon	November 7, 1980
Instruments For Surgery (h/c)	Wyoming	Domesticated April 21, 1981 (Incorporated 12-15-88 Nevada)

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Law Chapter 156B, Section 2, Subsection (a) was duly adopted:

RESOLVED, that the Board has determined that it is in the best interest of the Corporation and its stockholders that certain wholly-owned subsidiaries of the Corporation be merged into the Corporation, and be it further

RESOLVED, that FISHA Corporation, a Utah corporation ("FISHA"), Instruments for Surgery and Diagnostics, Inc., an Oregon corporation ("Surgery"), and Instruments for Medicine, a Wyoming corporation ("Medicine") (each individually "Merged Subsidiary" collectively "Merged Subsidiaries") shall be merged into the Corporation ("Merger"); and be it further

RESOLVED, that following the Merger the purposes of the Corporation shall be and remain unchanged as follows: (a) Marketing, distribution and sale of medical and non-medical instruments, equipment and supplies; and (b) to carry on any manufacturing, merchandising, selling, management, service or other business, operation or activity which may be lawfully carried on by a corporation organized under the business corporation law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraph; and be it further

RESOLVED, that the Corporation's authorized number of shares be, and remain, 1,000 shares of common stock, each of \$1.00 par value, and all the issued and outstanding shares of the Corporation shall remain unchanged after the Merger in the hands of the holders thereof at issued and outstanding shares of the Corporation; and be it further

RESOLVED, that all shares of each Merged Subsidiary shall be cancelled as of the effective date of the Merger, and the certificates for such shares of each Merged Subsidiary shall be surrendered and cancelled; and be it further

RESOLVED, that the certificate of incorporation and bylaws of the Corporation remain unchanged after the Merger until amended or changes as provided therein or as provided by law; and be it further

RESOLVED, that upon consummation of the Merger all the property, real and personal, rights, privileges, franchises, powers, purposes, patents, licenses, trademarks, registrations, causes of action, and every other asset of each Merged Subsidiary, including any amounts receivable from the Corporation, shall be transferred to, vest in, and devolve upon the Corporation, without further act or deed and every interest of the Corporation and each Merged Subsidiary shall be as effectively the property of the Corporation, as they were of the Corporation and the Merged Subsidiaries, respectively; and be it further

RESOLVED, that upon consummation of the Merger the Corporation assume and be liable for all the liabilities, obligations, and penalties of the Merged Subsidiaries; and be it further

RESOLVED, that the effective date of Merger, of the Corporation and each of the Merged Subsidiaries, shall be the date of filing of the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts; and be it further

*Notes: Voids for which the space provided above is not sufficient, should be filed on additional sheets to be numbered 14, 15, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.*

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than thirty days after the date of filing.

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 9<sup>th</sup> day of June, 2002

*[Signature]* Sagi Genger, President / Vice-President  
Mirella Moshe, Clerk / Assistant Clerk

\* Delete the inapplicable words, in case the parent corporation is organized under the laws of a state other than Massachusetts, their article are to be signed by officers having corresponding powers and duties.



5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than sixty days after the date of filing.

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by its parent corporation, including the obligation imposed by General Laws Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 9th day of June, 2002

David Genzer

President / Vice-President

Mirella Morhe

Clerk / Executive Clerk

Use the applicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles may be signed by officers having corresponding powers and duties.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS  
(General Laws, Chapter 156B, Section 82)

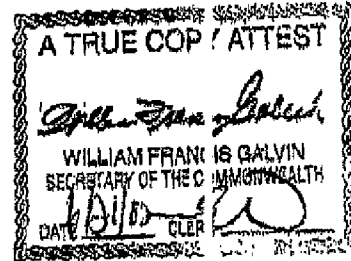
I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250 having been paid, said articles are deemed to have been filed with me this 13<sup>th</sup> day of JUNE, 2002.

RECORDED  
22 JUN 13 2002  
SECRETARY OF THE COMMONWEALTH

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Telephone: \_\_\_\_\_