

11/06/2005  
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Form PTO-1594 (Rev. 03/05)  
OMB Collection 0851-0027 (exp. 6/30/2006)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**  
Clinintax Medical Corporation

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

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
Additional names, addresses, or citizenship attached?  No

Name: FLA Orthopedics, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 2661 Corporate Way  
 City: Miramar  
 State: FL  
 Country: USA Zip: 33026

Association Citizenship \_\_\_\_\_  
 General Partnership Citizenship \_\_\_\_\_  
 Limited Partnership Citizenship \_\_\_\_\_  
 Corporation Citizenship Delaware  
 Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)

**3. Nature of conveyance / Execution Date(s):**

Execution Date(s): \_\_\_\_\_ 10/21/2005

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) \_\_\_\_\_  
 B. Trademark Registration No.(s) 2,635,765; 1,554,099

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: James R. Mix  
 Internal Address: Jones Day  
 Street Address: 901 Lakeside Avenue  
 City: Cleveland  
 State: OH Zip: 44114  
 Phone Number: 216-526-3939  
 Fax Number: 216-579-0112  
 Email Address: jrmix@jonesday.com

**6. Total number of applications and registrations involved:** 2

**7. Total fee (37 CFR 2.6(b)(8) & 3.41)** \$ 69.00

Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
 Expiration Date \_\_\_\_\_

b. Deposit Account Number 50-1452  
 Authorized User Name James R. Mix

**9. Signature:** \_\_\_\_\_ 11/8/05 Date

Signature

James R. Mix (Int. Billing Ref.: 660255-179001) Total number of pages including cover sheet, attachments, and document: 5

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 305-6986, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

CH 366-00 601432 25-36-765

# Delaware

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*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 OWNERSHIP, WHICH MERGES:

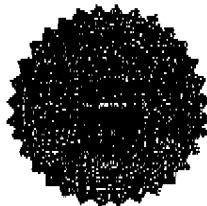
"CLINITEK MEDICAL CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "FLA. ORTHOPEDICS, INC." UNDER THE NAME OF "FLA. ORTHOPEDICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 2005, AT 4:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF DECEMBER, A.D. 2005.

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

4054845 8100M

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4271582

DATE: 11-03-05

TRADEMARK  
REEL: 003251 FRAME: 0110

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 04:49 PM 11/02/2005  
 FILED 04:34 PM 11/02/2005  
 SRV 050894953 - 2542176 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**CLINITEX MEDICAL CORPORATION**

**INTO**

**FLA. ORTHOPEDICS, INC.**

**OCTOBER 21, 2005**

*Pursuant to Section 253 of the General  
 Corporation Law of the State of Delaware*

FLA. Orthopedics, Inc., a corporation organized and existing under the laws of the state of Florida (the "*Corporation*"), **DOES HEREBY CERTIFY:**

**FIRST:** That the Corporation was incorporated on the November 17, 1975, pursuant to the Florida Business Corporation Act.

**SECOND:** That the Corporation owns 100% of the outstanding shares of the capital stock of Clinitex Medical Corporation, a corporation incorporated on September 13, 1995 pursuant to the General Corporation Law of the State of Delaware ("*Clinitex*").

**THIRD:** The laws of the State of Florida permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

**FOURTH:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting of the Board of Directors on October 21, 2005, determined to merge Clinitex with and into the Corporation:

**\*RESOLVED,** that the Board of Directors of the FLA. Orthopedics, Inc. (the "*Corporation*") has determined that the merger of its wholly-owned subsidiary, Clinitex Medical Corporation, a Delaware corporation ("*Clinitex*") with and into the Corporation, (the "*Merger*"), is advisable and in the best interests of the Corporation and Clinitex;

**FURTHER RESOLVED,** that Clinitex be merged with and into the Corporation pursuant to the laws of the State of Delaware and of the State of Florida, so that the separate existence of Clinitex shall cease as soon as the Merger shall become effective and the Corporation shall be the surviving corporation (the "*Surviving Corporation*"), which shall continue to exist under, and be governed by, the laws of the State of Florida;

**FURTHER RESOLVED,** that the terms and conditions of the Merger are as follows:

(a) From and after the Effective Time (as defined below) of the Merger, the Surviving Corporation will possess all of the rights, powers, privileges and franchises and shall assume all of the liabilities and obligations of Clinitex, as provided under the laws of the State of Delaware and the State of Florida.

CLL-1913028-1

(b) Each share of capital stock of Clinitek issued and outstanding immediately before the Effective Time will be cancelled and all rights thereof extinguished.

(c) Each share of Common Stock, par value \$.01 per share, of the Corporation issued and outstanding immediately before the Effective Time will continue to represent one validly issued, fully paid and non-assessable share of Common Stock, par value \$.01 per share, of the Surviving Corporation.

(d) The Amended and Restated Articles of Incorporation of the Corporation immediately before the Effective Time shall be the Amended and Restated Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

(e) The Amended and Restated Bylaws of the Corporation immediately before the Effective Time shall be the Amended and Restated Bylaws of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

**FURTHER RESOLVED**, that the merger shall be effective on December 1, 2005 (the "**Effective Time**"); and

**FURTHER RESOLVED**, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware (including Certificate of Ownership and Merger), by the laws of the State of Florida (including Articles of Merger), and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdictions of organization of Clinitek and the Corporation and in any other appropriate jurisdiction."

**FIFTH:** The Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Clinitek, as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

2881 Corporate Way, Miramar, Florida 33025

**SIXTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed as of the date first written above.

FLA. ORTHOPEDICS, INC.

By: Karen Pajarillo  
Name: Karen R. Pajarillo, Vice  
Title: President & Asst. Sec.

CL-13302M