

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 10/24/2007 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------|----------|----------------|-----------------------|
| Prism Enterprises, Inc. | | 10/24/2007 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|--------------------------|
| Name: | CooperSurgical, Inc. |
| Street Address: | 6140 Stoneridge Mall Rd. |
| 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: | 2987169 | MYSTIC |
| Registration Number: | 2716416 | MITYONE |
| Registration Number: | 2412514 | "M" STYLE |
| Registration Number: | 2548926 | "M" SELECT |
| Registration Number: | 2388098 | PRISM HEALTHCARE |
| Registration Number: | 2243343 | MUSHROOM |
| Registration Number: | 2164687 | MITYSOFT |
| Registration Number: | 2155735 | PEARL EDGE |
| Registration Number: | 1962254 | THE COMFORT ZONE |
| Registration Number: | 1953995 | AQUA COOL |
| Registration Number: | 1843571 | TRANSWARMER |

CORRESPONDENCE DATA

900092170

**TRADEMARK
 REEL: 003662 FRAME: 0281**

CH \$290.00 2987169

Fax Number: (212)732-3232
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-732-3200
Email: melnick@clm.com
Correspondent Name: Diane B. Melnick Esq.
Address Line 1: 2 Wall St.
Address Line 4: New York, NEW YORK 10005

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | COO19 002 |
| NAME OF SUBMITTER: | Diane B. Melnick |
| Signature: | /diane melnick/ |
| Date: | 11/16/2007 |

Total Attachments: 4
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source=PRISM ENTERPRISES merger into CSI#page4.tif

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 OWNERSHIP, WHICH MERGES:

"PRISM ENTERPRISES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "COOPERSURGICAL, INC." UNDER THE NAME OF
"COOPERSURGICAL, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2007, AT
6:26 O'CLOCK P.M.

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

2247088 8100M

071151818



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6103756

DATE: 10-25-07

TRADEMARK
REEL: 003662 FRAME: 0283

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:25 PM 10/24/2007
FILED 06:26 PM 10/24/2007
SRV 071151818 - 2247088 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

PRISM ENTERPRISES, INC.
(a Delaware corporation)

INTO

COOPERSURGICAL, INC.
(a Delaware corporation)

It is hereby certified that:

1. CooperSurgical, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Prism Enterprises, Inc., which is also a business corporation of the State of Delaware.
3. On October 24, 2007, the Board of Directors of the Corporation adopted the following resolutions to merge Prism Enterprises, Inc. into the Corporation:

RESOLVED that Prism Enterprises, Inc. be merged into this Corporation, and that, upon the effective date of the Merger, all of the estate, property, rights, privileges, powers and franchises of Prism Enterprises, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Prism Enterprises, Inc. in its name.

RESOLVED that, upon the effectiveness of the Merger, the Corporation shall assume all of the obligations of Prism Enterprises, Inc.

RESOLVED that to consummate the Merger, the proper officers of the Corporation be, and each of them hereby is, authorized and directed to execute and file and record the Certificate of Ownership and Merger, and any other documents prescribed by the laws of the State of Delaware and by the laws of any other state that are applicable to the Merger and to perform all necessary acts within the State of Delaware and within such other state to effectuate the Merger.

RESOLVED that the effective date of the Merger shall be October 24, 2007.

[Signature Page Follows]

Executed on October 24, 2007

COOPERSURGICAL, INC.

By: /s/ Carol Kaufman
Carol Kaufman, Vice President & Secretary

6234803.1

TRADEMARK
REEL: 003662 FRAME: 0285

**PRISM ENTERPRISES, INC.
REGISTERED MARKS**

| Mark | Country | File Date | Ser. No. | Reg. Date | Reg. No. | Classes |
|---------------------|---------|------------|------------|------------|-----------|---------|
| MYSTIC | U.S. | 03/07/2003 | 78/222,820 | 08/23/2005 | 2,987,169 | 10 |
| MITYONE | U.S. | 07/25/2001 | 76/289,759 | 05/13/2003 | 2,716,416 | 10 |
| "M" STYLE | U.S. | 01/06/2000 | 75/888,613 | 12/12/2000 | 2,412,514 | 10 |
| "M" SELECT | U.S. | 01/06/2000 | 75/888,612 | 03/19/2002 | 2,548,926 | 10 |
| PRISM HEALTHCARE | U.S. | 04/29/1997 | 75/283,537 | 09/19/2000 | 2,388,098 | 10 |
| MUSHROOM | U.S. | 03/03/1997 | 75/250,630 | 05/04/1999 | 2,243,343 | 10 |
| MITYSOFT | U.S. | 11/18/1996 | 75/199,251 | 06/09/1998 | 2,164,687 | 10 |
| PEARL EDGE | U.S. | 11/15/1996 | 75/198,618 | 05/05/1998 | 2,155,735 | 10 |
| THE COMFORT ZONE | U.S. | 10/20/1993 | 74/448,884 | 03/12/1996 | 1,962,254 | 42 |
| AQUA COOL | U.S. | 10/22/1993 | 74/449,438 | 02/06/1996 | 1,953,995 | 25 |
| TRANSWARMER | U.S. | 03/12/1993 | 74/367,574 | 07/05/1994 | 1,843,571 | 10 |