

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NEOSURG TECHNOLOGIES, INC.		10/24/2007	CORPORATION:

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:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	76617025	ALLSEAL
Registration Number:	2440337	T2000
Registration Number:	2500876	NEOSURG

CORRESPONDENCE DATA

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
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CH \$90.00 76617025

NAME OF SUBMITTER:	Diane B. Melnick
Signature:	/diane melnick/
Date:	11/16/2007

Total Attachments: 9

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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 OWNERSHIP, WHICH MERGES:

"NEOSURG TECHNOLOGIES, INC.", A TEXAS 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
4:40 O'CLOCK P.M.

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



2247088 8100M

071150905

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6103712

DATE: 10-25-07

TRADEMARK
REEL: 003662 FRAME: 0310

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 10/24/2007
FILED 04:40 PM 10/24/2007
SRV 071150905 - 2247088 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

NEOSURG TECHNOLOGIES, INC.

(a Texas 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 stock of NeoSurg Technologies, Inc., which is a business corporation of the State of Texas.
3. The laws of the jurisdiction of organization of NeoSurg Technologies, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges NeoSurg Technologies, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on October 24, 2007, by the Board of Directors of the Corporation to merge the said NeoSurg Technologies, Inc. into the Corporation:

RESOLVED that NeoSurg Technologies, 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 NeoSurg Technologies, 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 NeoSurg Technologies, Inc. in its name.

RESOLVED that, upon the effectiveness of the Merger, this Corporation shall assume all of the obligations of NeoSurg Technologies, 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

6234810.1

TRADEMARK
REEL: 003662 FRAME: 0312

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

October 25, 2007

Corporation Service Company
701 Brazos, Suite 1050
Austin, TX 78701 USA

RE:
CooperSurgical, Inc. (File Number: Not Applicable)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure

Phone: (512) 463-5555
Prepared by: Lisa Sartin

Come visit us on the internet at <http://www.sos.state.tx.us/>

Fax: (512) 463-5709
TID: 10339

Dial: 7-1-1 for Relay Services
Document: 190724330002

TRADEMARK
REEL: 003662 FRAME: 0313



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

NEOSURG TECHNOLOGIES, INC.
Domestic For-Profit Corporation
[File Number: 155121200]

Into

CooperSurgical, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 10/24/2007

Effective: 10/24/2007



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson
Secretary of State

ARTICLES OF MERGER
OF
NEOSURG TECHNOLOGIES, INC.
INTO
COOPERSURGICAL, INC.

FILED
In the Office of the
Secretary of State of Texas
OCT 24 2007
Corporations Section

To the Secretary of State
State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the foreign parent corporation herein named adopts the following articles of merger for the purpose of merging its Texas wholly-owned subsidiary corporation into said foreign parent corporation.

1. The name of the parent corporation is CooperSurgical, Inc., and the jurisdiction under which it is organized is the State of Delaware.
2. The name of the subsidiary corporation is NeoSurg Technologies, Inc., and the jurisdiction under which it is organized is the State of Texas.
3. The number of outstanding shares of the subsidiary corporation is 1,000, all of which are of one class, and all of which are owned by the parent corporation.
4. The following is a copy of the resolution to merge the subsidiary corporation into the parent corporation as adopted by the Board of Directors of the parent corporation on October 24, 2007:

RESOLVED that this Corporation, as the owner of all of the outstanding shares of NeoSurg Technologies, Inc., a business corporation of the State of Texas, does hereby merge NeoSurg Technologies, Inc. into this Corporation.

RESOLVED that the Board of Directors and the proper officers of this Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger of NeoSurg Technologies, Inc. into this Corporation.

5. The approval of the Plan of Merger was duly authorized by all action required by the laws under which CooperSurgical, Inc. was incorporated and by its constituent documents.
6. The address of the registered office of the parent corporation in the jurisdiction under the laws of which it is governed is Corporate Service Company, 1013 Centre Road, City of Wilmington, County of New Castle, in the State of Delaware 19805.

7. The parent corporation will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

8. The merger herein provided for shall be effective in the State of Texas on October 24, 2007.

[Signature Page Follows]

Executed on October 24, 2007.

COOPERSURGICAL, INC.

By: 

Carol Kaufman, Vice President & Secretary

6234807.1

TRADEMARK
REEL: 003662 FRAME: 0317

**NEOSURG TECHNOLOGIES, INC.
REGISTERED MARKS**

Mark	Country	File Date	Ser. No.	Reg. Date	Reg. No.	Classes
ALLSEAL	U.S.	10/18/2004	76/617,025			10
T2000	U.S.	10/06/1999	75/816,723	04/03/2001	2,440,337	10
NEOSURG	U.S.	10/06/1999	75/816,721	10/23/2001	2,500,876	10