

**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
Medscand (U.S.A.) 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: 1**

Property Type	Number	Word Mark
Registration Number:	1643154	PAP PERFECT

**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
NAME OF SUBMITTER:	Diane B. Melnick
Signature:	/diane melnick/

**TRADEMARK**

Date:

11/16/2007

**Total Attachments: 4**

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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:

"MEDSCAND (U.S.A.) 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  
6:27 O'CLOCK P.M.

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

2247088 8100M

071151821



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6103761

DATE: 10-25-07

TRADEMARK  
REEL: 003662 FRAME: 0363

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:25 PM 10/24/2007  
FILED 06:27 PM 10/24/2007  
SRV 071151821 - 2247088 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

MEDSCAND (U.S.A.) 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 Medscand (U.S.A.) 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 Medscand (U.S.A.) Inc. into the Corporation:

RESOLVED that Medscand (U.S.A.) 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 Medscand (U.S.A.) 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 Medscand (U.S.A.) Inc. in its name.

RESOLVED that, upon the effectiveness of the Merger, this Corporation shall assume all of the obligations of Medscand (U.S.A.) 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

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**TRADEMARK**  
**REEL: 003662 FRAME: 0365**

**MEDSCAND (U.S.A.) Inc.  
REGISTERED MARKS**

<b>Mark</b>	<b>Country</b>	<b>File Date</b>	<b>Ser. No.</b>	<b>Reg. Date</b>	<b>Reg. No.</b>	<b>Classes</b>
PAP PERFECT	U.S.	12/15/1989	74/011,303	04/30/1991	1,643,154	10

**TRADEMARK**

**REEL: 003662 FRAME: 0366**

**RECORDED: 11/16/2007**