

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/12/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pilling Weck Incorporated		03/12/2007	CORPORATION: PENNSYLVANIA

**RECEIVING PARTY DATA**

Name:	Teleflex Medical Incorporated
Street Address:	155 South Limerick Road
City:	Limerick
State/Country:	PENNSYLVANIA
Postal Code:	19468
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1989166	ORTHO GRIP

**CORRESPONDENCE DATA**

Fax Number: (202)861-1783  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-861-1500  
 Email: trademarks@bakerlaw.com  
 Correspondent Name: Kelu Lu  
 Address Line 1: 1050 Connecticut Avenue, N.W.  
 Address Line 2: Washington Square, Suite 1100  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	59587.20007
NAME OF SUBMITTER:	John H. Weber and Kelu Lu
Signature:	/Kelu Lu/

CH \$40.00 1989166

Date:

10/30/2008

**Total Attachments: 11**

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COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
206 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.CORPORATIONS.STATE.PA.US/CORP

TELEFLEX MEDICAL INCORPORATED

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3712639

CORPORATION SERVICE COMPANY  
2704 Commerce Dr Ste B  
Harrisburg, PA 17110

**TRADEMARK**  
**REEL: 003880 FRAME: 0277**

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger  
(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)  
 Domestic Nonprofit Corporation (§ 5926)  
 Limited Partnership (§ 8547)

Name	
Address	Corporation Service Company
City	W

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania  
ARTICLES OF MERGER-BUSINESS 4 Page(s)

Fee: \$150 plus \$40 additional for each Party in additional to two



In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is: <b>TELEFLEX MEDICAL INCORPORATED</b>				
2. Check and complete one of the following:				
<input type="checkbox"/>	The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):			
	(a) Number and Street	City	State	Zip County
	(b) Name of Commercial Registered Office Provider			County
	c/o			
<input checked="" type="checkbox"/>	The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of <u>California</u> and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):			
	(a) Number and Street	City	State	Zip County
	(b) Name of Commercial Registered Office Provider			County
	c/o Corporation Service Company			Dauphin
<input type="checkbox"/>	The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:			
	Number and Street	City	State	Zip

PA DEPT OF STATE  
2007 MAR 13 PM 12:35

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
Pilling Weck Incorporated		c/o Corporation Service Company	Dauphin

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
Pilling Weck Incorporated	Adopted by the directors and shareholders pursuant to 15 Pa.C.S. Section 1924(a)

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.  
The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

155 South Limerick Road	Limerick	PA	19468	Montgomery
Number and street	City	State	Zip	County

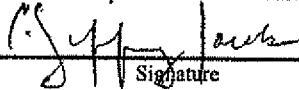
IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

12th day of March

2007

**PILLING WECK INCORPORATED**

Name of Corporation/Limited Partnership



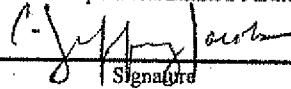
Signature

C. Jeffrey Jacobs, Vice President

Title

**TELEFLEX MEDICAL INCORPORATED**

Name of Corporation/Limited Partnership



Signature

C. Jeffrey Jacobs, Vice President

Title

**State of California**  
**Secretary of State**



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 26 2007

*Debra Bowen*

DEBRA BOWEN  
Secretary of State

**AGREEMENT AND PLAN OF MERGER**

MAR 15 2007

THIS AGREEMENT AND PLAN OF MERGER, dated as of March 12, 2007 (this "Agreement"), is made and entered into by and between PILLING WECK INCORPORATED, a Pennsylvania corporation ("Pilling-PA"), and TELEFLEX MEDICAL INCORPORATED, a California corporation ("Teleflex Medical").

**BACKGROUND**

The respective Boards of Directors of Pilling-PA and Teleflex Medical have determined that it is advisable and in the best interests of Pilling-PA and Teleflex Medical and their respective shareholders that Pilling-PA merge with and into Teleflex Medical in accordance with the applicable provisions of the California General Corporation Law (the "CGCL"), the Pennsylvania Business Corporation Law of 1988, as amended (the "PaBCL"), and the terms of this Agreement, pursuant to which Teleflex Medical will be the surviving corporation (the "Merger"). This Merger is intended to qualify as a "reorganization" under the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

**AGREEMENTS**

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth in this Agreement, the parties hereto agree as follows:

**ARTICLE 1****THE MERGER**

1.1 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the relevant provisions of the CGCL and the PaBCL, at the Effective Time (as defined in Section 1.2 hereof), Pilling-PA shall be merged with and into Teleflex Medical. As a result of the Merger, the separate corporate existence of Pilling-PA shall cease and Teleflex Medical shall continue as the surviving corporation of the Merger (the "Surviving Corporation"). Pilling-PA and Teleflex Medical are sometimes referred to in this Agreement individually as a "Constituent Corporation" and collectively as the "Constituent Corporations."

1.2 Effective Time. The Merger shall become effective (the "Effective Time") as prescribed by law.

1.3 Effect of the Merger. The Merger shall have the effects specified in the CGCL and the PaBCL and, upon the effectiveness of the Merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties, of each Constituent Corporation; and all such rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed of each Constituent Corporation, and all debts due to either Constituent Corporation on whatever account, shall be vested in the Surviving Corporation; and all such rights, privileges, powers, franchises, property and other interests of each Constituent Corporation shall be thereafter as effectually the property of the Surviving



Corporation as they were of either Constituent Corporation, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired and all debts, liabilities and duties of either Constituent Corporation shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

1.4 Name of Surviving Corporation. The name of the Surviving Corporation shall be Teleflex Medical Incorporated.

1.5 Articles of Incorporation; By-Laws. The Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of Teleflex Medical in effect immediately prior to the Effective Time shall be the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of the Surviving Corporation.

1.6 Directors and Officers. At and after the Effective Time, in each case until their respective successors are duly elected or appointed and qualified, the initial directors and officers of the Surviving Corporation shall be the directors and officers of Teleflex Medical as of the date hereof.

1.7 Taking Necessary Action; Further Action. Each Constituent Corporation shall use its best efforts to take all action as may be reasonably necessary or desirable to effectuate the Merger under the CGCL and the PaBCL at the Effective Time. If at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title and possession to all properties, interests, rights, privileges, immunities, powers and franchises of each Constituent Corporation, the officers of the Surviving Corporation are fully authorized in the name of each Constituent Corporation or otherwise to take, and shall take, all such lawful and necessary or desirable action.

## ARTICLE 2

### TERMS OF THE MERGER

2.1 Surrender of Pilling-PA Shares. At the Effective Time and upon the surrender by Teleflex Incorporated ("Teleflex"), the sole shareholder of Pilling-PA, of the certificates representing all of the issued and outstanding shares of common stock, par value \$0.01 per share, and all of the issued and outstanding shares of preferred stock, par value \$1.00 per share, of Pilling-PA owned by Teleflex immediately prior to the Effective Time (collectively, the "Certificates") to the Surviving Corporation, the Certificates shall be canceled without consideration.

## ARTICLE 3

### MISCELLANEOUS

3.1 Amendment. This Agreement may be amended by the parties by written action taken on their behalf by their respective Boards of Directors at any time prior to the Effective Time; provided, however, after this Agreement has been adopted by the sole shareholder of Pilling-PA, no material amendment or supplement shall be made unless such amendment or supplement is also adopted by the sole shareholder of Pilling-PA.

3.2 Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of California and the Commonwealth of Pennsylvania, without giving effect to principles of conflicts of laws.

3.3 Counterparts, Facsimile Signatures; Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement, once executed by a party, may be delivered to the other party hereto by facsimile transmission of a copy of this Agreement bearing the signature of the party so delivering this Agreement. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

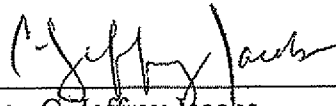
3.4 Termination. This Agreement may be terminated and abandoned by the Board of Directors of either Constituent Corporation at any time prior to the Effective Time.

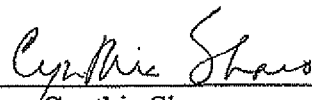
3.5 Headings. The Article and Section headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

*[Remainder of Page Intentionally Left Blank]*

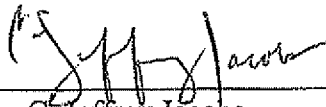
IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf by its duly authorized officers, all as of the day and year first above written.

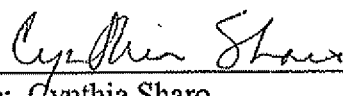
TELEFLEX MEDICAL INCORPORATED  
a California corporation

By:   
Name: C. Jeffrey Jacobs  
Title: Vice President

By:   
Name: Cynthia Sharo  
Title: Secretary

PILLING WECK INCORPORATED  
a Pennsylvania corporation

By:   
Name: C. Jeffrey Jacobs  
Title: Vice President

By:   
Name: Cynthia Sharo  
Title: Secretary

TELEFLEX MEDICAL INCORPORATED


CERTIFICATE OF APPROVAL OF  
AGREEMENT AND PLAN OF MERGER

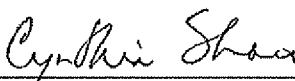
C. Jeffrey Jacobs and Cynthia Sharo certify that:

1. They are the vice president and the secretary, respectively, of Teleflex Medical Incorporated, a California corporation ("Corporation" or "Company").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and sole shareholder of the Corporation, which equaled or exceeded the vote required.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 100.
5. The percentage vote required was one hundred percent (100%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated as of March 12, 2007

  
\_\_\_\_\_  
C. Jeffrey Jacobs, Vice President

  
\_\_\_\_\_  
Cynthia Sharo, Secretary

PILLING WECK INCORPORATED


CERTIFICATE OF APPROVAL OF  
AGREEMENT AND PLAN OF MERGER

C. Jeffrey Jacobs and Cynthia Sharo certify that:

1. They are the vice president and the secretary, respectively, of Pilling Weck Incorporated, a Pennsylvania corporation ("Corporation" or "Company").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and sole shareholder of the Corporation, which equaled or exceeded the vote required.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the corporation.
4. There are two classes of shares authorized (common and preferred). The number of shares of common stock outstanding and entitled to vote is 3,557,500. The number of shares of preferred stock outstanding and entitled to vote is 175,000.
5. The percentage vote required for each class was one hundred percent (100%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated as of March 12, 2007

  
\_\_\_\_\_  
C. Jeffrey Jacobs, Vice President

  
\_\_\_\_\_  
Cynthia Sharo, Secretary

