

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/12/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
SBT Newco, Inc.		11/12/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Keystone Dental, Inc.
Street Address:	144 Middlesex Turnpike
City:	Burlington
State/Country:	MASSACHUSETTS
Postal Code:	01803
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 31**

Property Type	Number	Word Mark
Serial Number:	77276466	ARCITEXTURE
Serial Number:	78095784	CALCIMATRIX
Registration Number:	3066829	CALFORMA
Registration Number:	2926812	CALMATRIX
Serial Number:	78096288	CAL-MATRIX
Registration Number:	2078049	CAPSET
Registration Number:	1497392	HAPSET
Serial Number:	77310912	ILAB LIFECORE ADVISORY BOARD
Registration Number:	3367064	LIFECORE DENTAL
Registration Number:	3341978	LIFECORE DENTAL
Registration Number:	3354243	LIFECORE DENTAL
Serial Number:	76489696	LIFECORE DENTAL
Serial Number:	76489575	LIFECORE DENTAL

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Serial Number:	76489695	LIFECORE DENTAL
Registration Number:	3367065	LIFECORE DENTAL
Registration Number:	3341979	LIFECORE DENTAL
Registration Number:	3354244	LIFECORE DENTAL
Registration Number:	3172321	LIFECORE PRIMA
Registration Number:	1525180	ORTHOMATRIX
Registration Number:	3140305	PRIMACONNEX
Registration Number:	3140304	PRIMASOLO
Registration Number:	2889745	QUICK-CAP
Registration Number:	2926748	RENOVA
Registration Number:	1869439	RESTORE
Registration Number:	2901128	STAGE-1
Registration Number:	2423881	SUPERCAT
Serial Number:	76468054	SUPPORT PLUS
Registration Number:	2769109	SUPPORT PLUS
Registration Number:	1641991	SUSTAIN
Registration Number:	2258414	TEFGEN-FD
Registration Number:	3545624	TILOBE

**CORRESPONDENCE DATA**

Fax Number: (617)345-1300  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 617-345-1120  
Email: matm@nixonpeabody.com  
Correspondent Name: Richard P. Flaggert  
Address Line 1: 100 Summer Street  
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	042923-14(NEWCO/KEY)
NAME OF SUBMITTER:	Richard P. Flaggert
Signature:	/Richard P. Flaggert/
Date:	03/23/2009

Total Attachments: 6  
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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 MERGER, WHICH MERGES:

"SBT NEWCO INC.", A DELAWARE CORPORATION,  
WITH AND INTO "KEYSTONE DENTAL, INC." UNDER THE NAME OF "KEYSTONE DENTAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 2008, AT 3:46 O'CLOCK P.M.

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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6962988

DATE: 11-12-08

TRADEMARK  
REEL: 003956 FRAME: 0839

**CERTIFICATE OF MERGER**  
**OF**  
**SBT NEWCO INC.**  
**WITH AND INTO**  
**KEYSTONE DENTAL, INC.**

(PURSUANT TO SECTION 251 OF THE DELAWARE GENERAL CORPORATION LAW)

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Keystone Dental, Inc., a Delaware corporation, does hereby certify:

**FIRST:** That the constituent corporations SBT Newco Inc. ("SBT Newco") and Keystone Dental, Inc. (the "Company") are incorporated in the State of Delaware pursuant to the DGCL.

**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement"), setting forth the terms and conditions of the merger of SBT Newco with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Sections 251 and 228 of the DGCL.

**THIRD:** That the Company shall be the surviving corporation after the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be Keystone Dental, Inc.

**FOURTH:** That the Certificate of Incorporation of the Company as in effect immediately prior to the Merger shall be amended as set forth on Exhibit A, and, as so amended, shall constitute the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

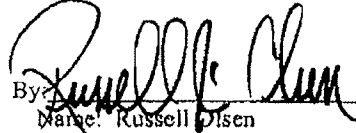
Keystone Dental, Inc.  
144 Middlesex Turnpike  
Burlington, MA 01803

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That the Merger shall become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by its Chief Executive Officer on this 12<sup>th</sup> day of November, 2008.

KEYSTONE DENTAL, INC.

By:   
Name: Russell Olsen  
Title: Chief Executive Officer

[Signature Page to Certificate of Merger]

TRADEMARK  
REEL: 003956 FRAME: 0841

CERTIFICATE OF INCORPORATION

OF

KEYSTONE DENTAL, INC.

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ARTICLE I.

The name of the corporation (the "Corporation") is:

Keystone Dental, Inc.

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The name of the registered agent of the Corporation at such address is Corporation Service Company, in the county of New Castle.

ARTICLE III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV.

The total number of shares of stock which the Corporation shall have authority to issue is (a) 1,500,000 shares of common stock, par value \$0.01 per share (the "Common Stock") and (b) 100 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"). Each holder of Common Stock shall be entitled to one vote for each share held.

The Preferred Stock may be issued from time to time in one or more series, each of which series shall have such distinctive designation or title and such number of shares as shall be fixed by the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it. The Board of Directors is further authorized to increase or decrease (but not below the number of shares outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any series shall be so decreased, the shares

constituting such decrease shall resume the status of which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V.

In furtherance and not in limitation of the powers conferred by statute, the by-laws of the Corporation may be made, altered, amended or repealed by the stockholders of the Corporation or by a majority of the entire Board of Directors.

ARTICLE VI.

Elections of directors need not be by written ballot.

ARTICLE VII.

(a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the



case, such person is fairly and reasonably entitled to indemnity by the Corporation for such expenses which the Court of Chancery or such other court shall deem proper.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent of the Corporation) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of a person so indemnified to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

(d) The indemnification and other rights set forth in this Article VII shall not be exclusive of any provisions with respect thereto in the by-laws of the Corporation or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

(e) Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to the reimbursement of expenses pursuant to this Article VII if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

(f) No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director:

(i) for any breach of the director's duty of loyalty to the Corporation or its stockholders;

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(iii) under Section 174 of the General Corporation Law of the State of Delaware; or

(iv) for any transaction from which the director derived an improper personal benefit.

If the General Corporation Law of the State of Delaware is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

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