

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Devicor Medical Products LLC		03/10/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Devicor Medical Products, Inc.		
Street Address:	10505 Corporate Drive		
Internal Address:	#207		
City:	Pleasant Prairie		
State/Country:	WISCONSIN		
Postal Code:	53158		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77658345	DEVICOR	
Serial Number:	77658358	DEVICOR MEDICAL PRODUCTS GROUP	
CORRESPONDENCE DATA			
Fax Number:	(312)862-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-862-2200		
Email:	christine.casey@kirkland.com		
Correspondent Name:	Kirkland & Ellis LLP		
Address Line 1:	300 N. LaSalle Street, 28th Floor		
Address Line 2:	c/o Christine Casey		
Address Line 4:	Chicago, ILLINOIS 66054		
ATTORNEY DOCKET NUMBER:	36762-401 CAC		
NAME OF SUBMITTER:	Christine Casey		

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**TRADEMARK
 REEL: 004173 FRAME: 0465**

Signature:	/Christine Casey/
Date:	03/24/2010
Total Attachments: 7 source=DEVICOR NAME CHANGE DOCUMENT#page1.tif source=DEVICOR NAME CHANGE DOCUMENT#page2.tif source=DEVICOR NAME CHANGE DOCUMENT#page3.tif source=DEVICOR NAME CHANGE DOCUMENT#page4.tif source=DEVICOR NAME CHANGE DOCUMENT#page5.tif source=DEVICOR NAME CHANGE DOCUMENT#page6.tif source=DEVICOR NAME CHANGE DOCUMENT#page7.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "DEVICOR MEDICAL PRODUCTS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "DEVICOR MEDICAL PRODUCTS LLC" TO "DEVICOR MEDICAL PRODUCTS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 2010, AT 3:04 O'CLOCK P.M.

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

4610677 8100V

100266130



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7861353

DATE: 03-10-10

TRADEMARK
REEL: 004173 FRAME: 0467

**CERTIFICATE OF CONVERSION
FROM A DOMESTIC LIMITED LIABILITY COMPANY
TO A DOMESTIC CORPORATION**

*In accordance with the provisions of Section 265 of the
General Corporation Law of the State of Delaware and
Section 18-214 of the Delaware Limited Liability Company Act*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic limited liability company to a domestic corporation for the purposes of converting Devicor Medical Products LLC, a Delaware limited liability company (the "Company"), into a domestic corporation pursuant to Section 265 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act, does hereby certify as follows:

- FIRST:** The jurisdiction where the Company first formed is Delaware.
- SECOND:** The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
- THIRD:** The date the Company first formed is October 10, 2008 under the name of Devicor Medical Products LLC.
- FOURTH:** The name of the Company immediately prior to filing this Certificate of Conversion is Devicor Medical Products LLC.
- FIFTH:** The name of the corporation the Company is converting to is Devicor Medical Products, Inc.

The undersigned, being the duly authorized person of the Company, for the purposes of converting the Company into a domestic Corporation pursuant to Section 265 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act, does make this Certificate of Conversion, hereby declare and certify that this my act and deed and the facts stated herein are true, and accordingly have hereunto set my hands on the 10th day of March, 2010.

DEVICOR MEDICAL PRODUCTS LLC
a Delaware limited liability company

By: s/s Tom Daulton
Name: Tom Daulton
An Authorized Person

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "DEVICOR MEDICAL PRODUCTS, INC." FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 2010, AT 3:04 O'CLOCK P.M.

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

4610677 8100V

100266130

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7861353

DATE: 03-10-10

TRADEMARK
REEL: 004173 FRAME: 0469

CERTIFICATE OF INCORPORATION

OF

DEVICOR MEDICAL PRODUCTS, INC.

ARTICLE ONE

The name of the Corporation is Devicor Medical Products, Inc.

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, 19904. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted 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 FOUR

The total number of shares of capital stock that the Corporation has authority to issue is 1,000 shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"). The shares of Class A Common Stock shall have the rights, preferences and limitations set forth below.

ARTICLE FIVE

The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Cindy Oberdorff	300 North LaSalle Street Chicago, Illinois 60654

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or outside the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE NINE

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article Nine shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

The Corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TWELVE

To the maximum extent permitted from time to time under the law of the State of Delaware, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are also employees of the Corporation or its subsidiaries. No amendment or repeal of this Article Twelve shall apply to or have any effect on the liability or alleged liability

of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

* * * * *

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 10th day of March, 2010.

/s/ Cindy Oberdorff
Cindy Oberdorff, Sole Incorporator