

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2010		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Carbomedics Inc.		12/31/2009
			<b>Entity Type</b>
			CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Sorin Group USA, Inc.		
<b>Street Address:</b>	14401 West 65th Way		
<b>City:</b>	Arvada		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80004		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	2883637	CARBOMEDICS
	Registration Number:	2293123	ANNULO FLO
	Registration Number:	2512969	ANNULOFLEX
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)813-5901		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-813-5900		
<b>Email:</b>	jweiss@frosszelnick.com		
<b>Correspondent Name:</b>	Susan Upton Douglass		
<b>Address Line 1:</b>	866 United Nations Plaza		
<b>Address Line 2:</b>	Fross Zelnick Lehrman & Zissu, P.C.		
<b>Address Line 4:</b>	New York, NEW YORK 10017		
<b>ATTORNEY DOCKET NUMBER:</b>	SGUS 0508415		

CH \$90.00 2883637

**900168850**

**TRADEMARK  
 REEL: 004256 FRAME: 0156**

NAME OF SUBMITTER:	Susan Upton Douglass
Signature:	/joanna weiss/
Date:	08/06/2010
<b>Total Attachments: 6</b> source=Assignment Deed for CARBOMEDICS, ANNULO FLO, ANNULOFLEX (F0663461)#page1.tif source=Assignment Deed for CARBOMEDICS, ANNULO FLO, ANNULOFLEX (F0663461)#page2.tif source=Assignment Deed for CARBOMEDICS, ANNULO FLO, ANNULOFLEX (F0663461)#page3.tif source=Assignment Deed for CARBOMEDICS, ANNULO FLO, ANNULOFLEX (F0663461)#page4.tif source=Assignment Deed for CARBOMEDICS, ANNULO FLO, ANNULOFLEX (F0663461)#page5.tif source=Assignment Deed for CARBOMEDICS, ANNULO FLO, ANNULOFLEX (F0663461)#page6.tif	

# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, 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:

"CARBOMEDICS INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SORIN GROUP USA, INC." UNDER THE NAME OF "SORIN GROUP USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 5:18 O'CLOCK P.M.

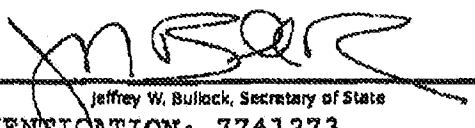
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2010.

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

3011151 8100M

091156906



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7741273

DATE: 01-06-10

TRADEMARK  
REEL: 004256 FRAME: 0158

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP

SUBSIDIARY INTO PARENT  
Section 253

CERTIFICATE OF OWNERSHIP  
MERGING  
CARBOMEDICS INC.

INTO

SORIN GROUP USA, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)  
SORIN GROUP USA, INC.

a corporation incorporated on the 2nd day of March, 1999,  
pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 90% of the capital stock  
of CARBOMEDICS INC., a corporation  
incorporated on the 11th day of December, 1990 A.D., pursuant to the  
provisions of the the State of Delaware,  
and that this corporation, by a resolution of its Board of Directors duly adopted at a  
meeting held on the 31st day of December, 2009 A.D., determined to  
and did merge into itself said CARBOMEDICS INC.,  
which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 90% of the outstanding stock of  
CARBOMEDICS INC., a corporation organized and  
existing under the laws of the State of Delaware, and

WHEREAS this corporation desires to merge into itself the said  
Carbomedica Inc., and to be possessed of all the estate, property, rights,  
privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said CARBOMEDICS INC. and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said CARBOMEDICS INC. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of NEW CASTLE County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 31st day of December, 2009 A.D.

By:   
Authorized Officer

Name: Taylor Pollock  
Print or Type

Title: Secretary

(Insert if applicable)

FURTHER RESOLVED that CARBOMEDICS INC. relinquishes its corporate name and assumes in place thereof the name SORIN GROUP USA, INC.

FURTHER RESOLVED that the merger of CarboMedics Inc. into Sorin Group USA, Inc. as described herein shall be effective January 1, 2010.

**SORIN GROUP USA, INC.**

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

The undersigned, constituting the members of the Board of Directors of Sorin Group USA, Inc., a Delaware corporation (the "Corporation"), in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, hereby consent to the following resolutions as if such resolutions had been adopted at a duly convened meeting of the Board of Directors of the Corporation:

**WHEREAS** the Corporation owns 100% of the outstanding stock of CarboMedics, Inc., a corporation organized and existing under the laws of the State of Delaware; and

**WHEREAS** the Corporation desires to merge into itself CarboMedics, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

**NOW, THEREFORE, BE IT RESOLVED**, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation merge into itself CarboMedics, Inc. effective 12:01am January 1, 2010, and assume all of its liabilities and obligations; and

**FURTHER RESOLVED**, that an authorized officer of the Corporation be and he/she is hereby directed to make and execute a certificate of ownership to merge CarboMedics, Inc. into the Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

**FURTHER RESOLVED**, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

**IN WITNESS WHEREOF**, the undersigned directors have approved this Written Consent of the Board of Directors, effective this 31<sup>st</sup> day of December, 2009 (the "Effective Date").

**DIRECTORS:**



\_\_\_\_\_  
Jim Trevor

\_\_\_\_\_  
Giulio Cordano

\_\_\_\_\_  
Ted Biderman

**SORIN GROUP USA, INC.**

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

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**WHEREAS** the Corporation desires to merge into itself CarboMedics, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

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**FURTHER RESOLVED**, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

**IN WITNESS WHEREOF**, the undersigned directors have approved this Written Consent of the Board of Directors, effective this 31<sup>st</sup> day of December, 2009 (the "Effective Date").

**DIRECTORS:**

Jim Trevor



Giulio Cordano

Ted Biderman

**SORIN GROUP USA, INC.**

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**DIRECTORS:**

\_\_\_\_\_  
Jim Trevor

\_\_\_\_\_  
Giulio Cordano

  
\_\_\_\_\_  
Ted Biderman