

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Medtronic Xomed Surgical Products, Inc.		01/01/2001	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Medtronic Xomed, Inc.		
<b>Street Address:</b>	6743 Southpoint Drive North		
<b>City:</b>	Jacksonville		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32216		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1655885	POLYPORE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(214)981-3400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	214-981-3483		
<b>Email:</b>	dclark@sidley.com		
<b>Correspondent Name:</b>	Dusan Clark, Esq.		
<b>Address Line 1:</b>	Sidley Austin LLP		
<b>Address Line 2:</b>	717 N. Harwood St., Suite 3400		
<b>Address Line 4:</b>	Dallas, TEXAS 75201		
<b>ATTORNEY DOCKET NUMBER:</b>	49072-10020		
<b>NAME OF SUBMITTER:</b>	Dusan Clark		
<b>Signature:</b>	/Dusan Clark/		

**CH \$40.00 1655885**

**900172792**

**TRADEMARK  
 REEL: 004287 FRAME: 0588**

Date:

09/30/2010

**Total Attachments: 19**

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State of Delaware  
Office of the Secretary of State PAGE 1

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:

"MEROCEL CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "MEDTRONIC KOMED SURGICAL PRODUCTS, INC."

UNDER THE NAME OF "MEDTRONIC KOMED, INC.", A CORPORATION

ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,

AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF

DECEMBER, A.D. 2000, AT 1:02 O'CLOCK P.M.

5

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2001.

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

Doc# 2001007598  
Book: 9850  
Pages: 2136 - 2140  
Filed & Recorded  
01/10/2001 10:19:14 AM  
JIM FULLER  
CLERK CIRCUIT COURT  
DUVAL COUNTY  
TRUST FUND \$ 3.00  
RECORDING \$ 21.00

Record and Return TO:  
Zosel Pine  
Kerman Senterfitt  
2 North Laura Street, suite 2750  
Jacksonville, FL 32202



*Harriet Smith Windsor*  
Secretary of State

2391243 8100M

001657975

AUTHENTICATION: 0892012

DATE: 01-03-01

TRADEMARK

REEL: 004287 FRAME: 0590

**UNANIMOUS CONSENT TO ACTION WITHOUT A MEETING**  
**OF THE DIRECTORS OF**  
**MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

The undersigned, being the directors of MEDTRONIC XOMED SURGICAL PRODUCTS, INC. (the "Corporation"), hereby waive prior notice of the actions described herein and consent thereto:

RESOLVED, that the board of directors of the Corporation (the "Board") has determined that the Agreement and Plan of Merger with Merocel Corporation, substantially in the form attached hereto as Exhibit A and made a part hereof by this reference (the "Merocel Plan of Merger"), is in the best interests of the Corporation and is hereby ratified and approved.

FURTHER RESOLVED, that the Certificate of Ownership and Merger with Merocel Corporation, substantially in the form attached hereto as Exhibit B and made a part hereof by this reference ("Merocel Certificate of Merger"), is hereby ratified and approved.

FURTHER RESOLVED, that the Board has determined that the Agreement and Plan of Merger with Xomed, Inc., substantially in the form attached hereto as Exhibit C and made a part hereof by this reference (the "Xomed Plan of Merger"), is in the best interests of the Corporation and is hereby ratified and approved.

FURTHER RESOLVED, that the Board has determined that the Certificate of Ownership and Merger with Xomed, Inc., substantially in the form attached hereto as Exhibit D and made a part hereof by this reference (the "Xomed Certificate of Merger"), is hereby ratified and approved.

FURTHER RESOLVED, that the Board has determined that the Agreement and Plan of Merger with TreBay Medical Corporation, substantially in the form attached hereto as Exhibit E and made a part hereof by this reference (the "TreBay Plan of Merger"), is in the best interests of the Corporation and is hereby ratified and approved.

FURTHER RESOLVED, that the Board has determined that the Certificate of Ownership and Merger with TreBay Medical Corporation, substantially in the form attached hereto as Exhibit F and made a part hereof by this reference (the "TreBay Certificate of Merger"), is hereby ratified and approved.

FURTHER RESOLVED, that the Board hereby ratifies and approves the Articles of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation attached hereto as Exhibit G and made a part hereof by this reference (the "Articles of Amendment"), which Articles of Amendment change the name of the Corporation to Medtronic Xomed, Inc.

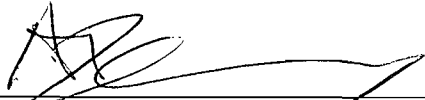
FURTHER RESOLVED, that the President, Secretary or any authorized signatory of the Corporation and its wholly-owned subsidiaries (as authorized pursuant to the Certificate of Incorporation, the Bylaws, these resolutions or any prior resolutions or consents) are authorized and directed in the name and on behalf of the Corporation and its wholly-owned subsidiaries to execute and deliver the Merocel Plan of Merger, the Merocel Certificate of Merger, the Xomed Plan of Merger, the Xomed Certificate of Merger, the TreBay Plan of Merger, the TreBay Certificate of Merger and the Articles of Amendment (collectively, the "Merger Documents") with such changes therein as the officers may approve, their execution thereof to be conclusive evidence of such approval in order to consummate the transactions contemplated thereby.

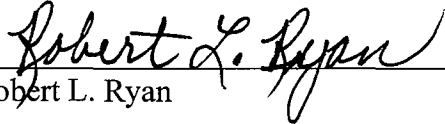
FURTHER RESOLVED, that the proper officers of the Corporation and its wholly-owned subsidiaries be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions, including, but not limited to, executing and delivering any documents reasonably necessary to consummate the transactions contemplated by the Merger Documents and other related documents.

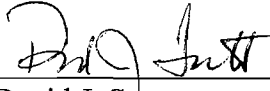
FURTHER RESOLVED, that these resolutions may be executed in multiple counterparts, each of which shall be deemed an original, and these resolutions shall be effective upon obtaining approval and signature of the members of the Board.

FURTHER RESOLVED, that these resolutions be filed in the Corporation's minute book.

DATED this 15<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Arthur D. Collins, Jr. cdm

  
\_\_\_\_\_  
Robert L. Ryan cdm

  
\_\_\_\_\_  
David J. Scott cdm

**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan") is made and entered into as of this 27 day of December, 2000, but effective as of January 1, 2001, by and between **Merocel Corporation**, a Delaware corporation (the "Merging Corporation"), and **Medtronic Xomed Surgical Products, Inc.**, a Delaware corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, the directors of the Surviving Corporation determined that it would be in the best interests of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with Delaware law; and

**WHEREAS**, the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation.

**NOW, THEREFORE**, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.

2. **Effective Date.** The Merger shall become effective on January 1, 2001, upon the filing of the Certificate of Ownership and Merger with the Division of Corporations of the Department of State, State of Delaware (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of the Surviving Corporation shall be changed to **MEDTRONIC XOMED, INC.**, pursuant to an Amendment to the Certificate of Incorporation.

4. **Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Certificate of Incorporation of the Surviving Corporation, as amended to change Surviving Corporation's name as attached hereto as Exhibit A, shall become the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified in the manner provided for in the Bylaws of the Surviving Corporation or by law.

5. **Cancellation of Shares.** Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof.

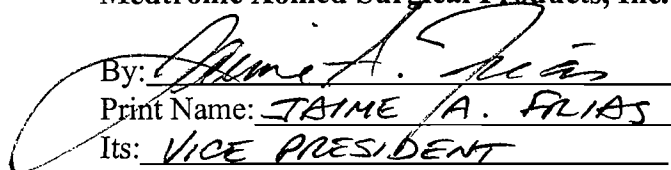
6. **Certificate of Ownership and Merger.** At the closing of the Merger, the parties shall promptly execute the Certificate of Ownership and Merger attached hereto as Exhibit B and incorporated herein by this reference and file the same with the Division of Corporations, Department of State, State of Delaware.

7. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware.

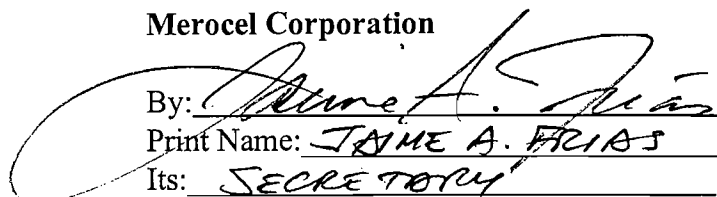
8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

Medtronic Xomed Surgical Products, Inc.

By:   
Print Name: JAIME A. FRIAS  
Its: VICE PRESIDENT

Merocel Corporation

By:   
Print Name: JAIME A. FRIAS  
Its: SECRETARY

**AMENDMENT TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

The Amended and Restated Certificate of Incorporation of Medtronic Xomed Surgical Products, Inc. is hereby amended as follows:

Article 1 is hereby deleted and replaced with the following:

**“ARTICLE 1 – NAME**

The name of the corporation shall be Medtronic Xomed, Inc.”

This Amendment to the Amended and Restated Certificate of Incorporation of Medtronic Xomed Surgical Products, Inc. shall be effective as of January 1, 2001,



**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**MEROCEL CORPORATION**

**INTO**

**MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

Pursuant to Sections 252 and 253, Chapter 8 of the Delaware Code, the following Certificate of Ownership and Merger is adopted by and between Medtronic Xomed Surgical Products, Inc., a Delaware corporation ("Surviving Corporation") and MeroCEL Corporation, a Delaware corporation ("Target"):

1. Target shall be merged with and into the Surviving Corporation pursuant to the Agreement and Plan of Merger (the "Plan of Merger") between Surviving Corporation and Target which is attached hereto as Exhibit A and is incorporated herein by reference.

2. The effective date of the merger is January 1, 2001, upon filing of this Certificate of Merger in the Division of Corporations of the Department of State, State of Delaware (the "Effective Date").

3. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, subject to the Amendment that will change Surviving Corporation's name as set forth on Exhibit B attached hereto.

4. The Plan of Merger was adopted, approved, certified, executed and acknowledged by the Surviving Corporation in accordance with Section 252 of the Delaware Code. The Plan of Merger was duly adopted and approved by the directors of the Surviving Corporation on December \_\_, 2000. A certified copy of the directors consent of the Surviving Corporation is attached hereto as Exhibit C and is incorporated herein by reference.

5. Pursuant to the first sentence of Section 251(f), Chapter 8 of the Delaware Code, no shareholder approval of the Surviving Corporation was required for this merger. The Plan of Merger is on file at the office of the Surviving Corporation at the principal office address of 6743 Southpoint Drive North, Jacksonville, Florida 32216. The Plan of Merger will be provided to each constituent corporation.

6. The name of the Surviving Corporation after the Merger shall be changed to Medtronic Xomed, Inc.

IN WITNESS WHEREOF, the Surviving Corporation and Target have caused this Certificate of Ownership and Merger to be executed by their respective officers as of December \_\_\_, 2000.

**Medtronic Xomed Surgical Products, Inc.**

**Merocel Corporation**

By: \_\_\_\_\_

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Its: \_\_\_\_\_

Its: \_\_\_\_\_

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**MEROCEL CORPORATION**

**INTO**

**MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

Pursuant to Section 253, Chapter 8 of the Delaware Code, the following Certificate of Ownership and Merger is adopted by and between Medtronic Xomed Surgical Products, Inc., a Delaware corporation ("Surviving Corporation") and MeroceI Corporation, a Delaware corporation ("Target"):

1. The name of the parent corporation is Medtronic Xomed Surgical Products, Inc., a Delaware corporation.

2. The name of the subsidiary corporation is MeroceI Corporation, a Delaware corporation.

3. Target shall be merged with and into the Surviving Corporation pursuant to the Agreement and Plan of Merger (the "Plan of Merger") approved by and adopted between Surviving Corporation and Target.

4. The effective date of the merger shall be January 1, 2001, upon filing of this Certificate of Merger in the Division of Corporations of the Department of State, State of Delaware (the "Effective Date").

5. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, subject to the Amendment that will change the Surviving Corporation's name as set forth in Item 8 of this Certificate of Ownership and Merger.

6. The Plan of Merger was adopted, approved, certified, executed and acknowledged by the Surviving Corporation in accordance with Section 253 of the Delaware Code. The Plan of Merger was duly adopted and approved by the directors of the Surviving Corporation on December 15, 2000. A copy of the directors' consent of the Surviving Corporation is attached hereto as Exhibit A and is incorporated herein by reference.

7. The Plan of Merger is on file at the office of the Surviving Corporation at the principal office address of 6743 Southpoint Drive North, Jacksonville, Florida 32216. The Plan of Merger will be provided to each constituent corporation.

8. The name of the Surviving Corporation after the Merger shall be changed to Medtronic Xomed, Inc.

**IN WITNESS WHEREOF**, the Surviving Corporation and Target have caused this Certificate of Ownership and Merger to be executed by their respective officers as of December \_\_\_, 2000.

**Medtronic Xomed Surgical Products, Inc.**

**Merocel Corporation**

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: \_\_\_\_\_

**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan") is made and entered into as of the 27 day of December, 2000, but effective as of January 1, 2001, by and between **Xomed, Inc.**, a Delaware corporation (the "Merging Corporation"), and **Medtronic Xomed Surgical Products, Inc.**, a Delaware corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, the directors of the Surviving Corporation determined that it would be in the best interest of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with Delaware law; and

**WHEREAS**, the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation.

**NOW, THEREFORE**, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.

2. **Effective Date.** The Merger shall become effective on January 1, 2001, upon the filing of the Certificate of Ownership and Merger with the Division of Corporations of the Department of State, State of Delaware (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of the Surviving Corporation shall be changed to **MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**, pursuant to an Amendment to the Certificate of Incorporation.

4. **Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Certificate of Incorporation of the Surviving Corporation, as amended to change Surviving Corporation's name as attached hereto as Exhibit A, shall become the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified in the manner provided for in the Bylaws of the Surviving Corporation or by law.

5. **Cancellation of Shares.** Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof.

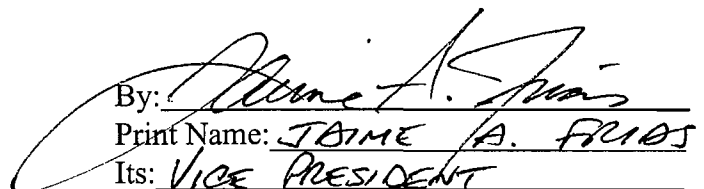
6. **Certificate of Ownership and Merger.** At the closing of the Merger, the parties shall promptly execute the Certificate of Ownership and Merger attached hereto as Exhibit B and incorporated herein by this reference and file the same with the Division of Corporations, Department of State, State of Delaware.

7. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware.

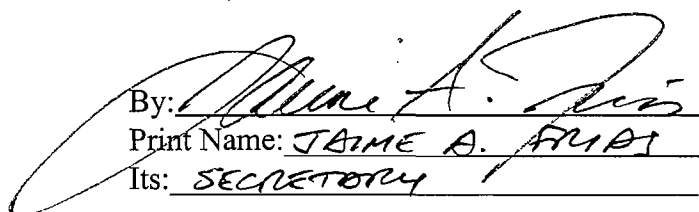
8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

**IN WITNESS WHEREOF**, the parties have executed this Plan of Merger on the date first above written.

**Medtronic Xomed Surgical Products, Inc.**

By:   
Print Name: JAIME A. FRIAS  
Its: VICE PRESIDENT

**Xomed, Inc.**

By:   
Print Name: JAIME A. FRIAS  
Its: SECRETARY

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**XOMED, INC.**

**INTO**

**MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

Pursuant to Section 253, Chapter 8 of the Delaware Code, the following Certificate of Ownership and Merger is adopted by and between Medtronic Xomed Surgical Products, Inc., a Delaware corporation ("Surviving Corporation") and Xomed, Inc., a Delaware corporation ("Target"):

1. The name of the parent corporation is Medtronic Xomed Surgical Products, Inc., a Delaware corporation.
2. The name of the subsidiary corporation is Xomed, Inc., a Delaware corporation.
3. Target shall be merged with and into the Surviving Corporation pursuant to the Agreement and Plan of Merger (the "Plan of Merger") approved by and adopted between Surviving Corporation and Target.
4. The effective date of the merger shall be January 1, 2001, upon filing of this Certificate of Merger in the Division of Corporations of the Department of State, State of Delaware (the "Effective Date").
5. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation.
6. The Plan of Merger was adopted, approved, certified, executed and acknowledged by the Surviving Corporation in accordance with Section 253 of the Delaware Code. The Plan of Merger was duly adopted and approved by the directors of the Surviving Corporation on December 15, 2000. A copy of the directors' consent of the Surviving Corporation is attached hereto as Exhibit A and is incorporated herein by reference.
7. The Plan of Merger is on file at the office of the Surviving Corporation at the principal office address of 6743 Southpoint Drive North, Jacksonville, Florida 32216. The Plan of Merger will be provided to each constituent corporation.

IN WITNESS WHEREOF, the Surviving Corporation and Target have caused this Certificate of Ownership and Merger to be executed by their respective officers as of December \_\_, 2000.

**Medtronic Xomed Surgical Products, Inc.**

**Xomed, Inc.**

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Its: \_\_\_\_\_



**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan") is made and entered into as of the 27 day of December, 2000, but effective as of January 1, 2001, by and between **TreBay Medical Corporation**, a Delaware corporation (the "Merging Corporation"), and **Medtronic Xomed Surgical Products, Inc.**, a Delaware corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, the directors of the Surviving Corporation determined that it would be in the best interests of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with Delaware law; and

**WHEREAS**, the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation.

**NOW, THEREFORE**, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.

2. **Effective Date.** The Merger shall become effective on January 1, 2001, upon the filing of the Certificate of Ownership and Merger with the Division of Corporations of the Department of State, State of Delaware (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of the Surviving Corporation shall be changed to **MEDTRONIC XOMED, INC.**, pursuant to an Amendment to the Certificate of Incorporation.

4. **Certificate of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Certificate of Incorporation of the Surviving Corporation, as amended to change Surviving Corporation's name as attached hereto as Exhibit A, shall become the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified in the manner provided for in the Bylaws of the Surviving Corporation or by law.

5. **Cancellation of Shares.** Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof.

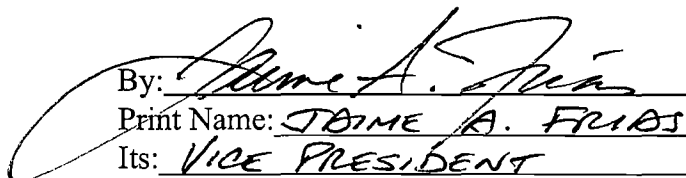
6. **Certificate of Ownership and Merger.** At the closing of the Merger, the parties shall promptly execute the Certificate of Ownership and Merger attached hereto as Exhibit B and incorporated herein by this reference and file the same with the Division of Corporations, Department of State, State of Delaware.

7. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware.

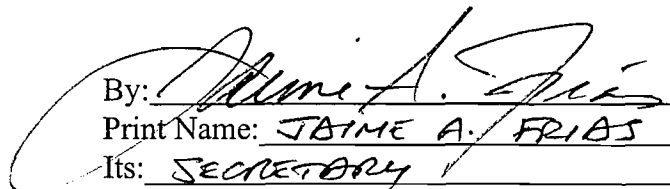
8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

**Medtronic Xomed Surgical Products, Inc.**

By:   
Print Name: JAIME A. FRIAS  
Its: VICE PRESIDENT

**TreBay Medical Corporation**

By:   
Print Name: JAIME A. FRIAS  
Its: SECRETARY

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**TREBAY MEDICAL CORPORATION**

**INTO**

**MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

Pursuant to Section 253, Chapter 8 of the Delaware Code, the following Certificate of Ownership and Merger is adopted by and between Medtronic Xomed Surgical Products, Inc., a Delaware corporation ("Surviving Corporation") and TreBay Medical Corporation, a Delaware corporation ("Target"):

1. The name of the parent corporation is Medtronic Xomed Surgical Products, Inc., a Delaware corporation.

2. The name of the subsidiary corporation is Trebay Medical Corporation, a Delaware corporation.

3. Target shall be merged with and into the Surviving Corporation pursuant to the Agreement and Plan of Merger (the "Plan of Merger") approved by and adopted between Surviving Corporation and Target.

4. The effective date of the merger shall be January 1, 2001, upon filing of this Certificate of Merger in the Division of Corporations of the Department of State, State of Delaware (the "Effective Date").

5. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation.

6. The Plan of Merger was adopted, approved, certified, executed and acknowledged by the Surviving Corporation in accordance with Section 253 of the Delaware Code. The Plan of Merger was duly adopted and approved by the directors of the Surviving Corporation on December 15, 2000. A copy of the directors' consent of the Surviving Corporation is attached hereto as Exhibit A and is incorporated herein by reference.

7. The Plan of Merger is on file at the office of the Surviving Corporation at the principal office address of 6743 Southpoint Drive North, Jacksonville, Florida 32216. The Plan of Merger will be provided to each constituent corporation.

IN WITNESS WHEREOF, the Surviving Corporation and Target have caused this Certificate of Ownership and Merger to be executed by their respective officers as of December \_\_, 2000.

**Medtronic Xomed Surgical Products, Inc.**

**TreBay Medical Corporation**

By: \_\_\_\_\_

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Its: \_\_\_\_\_

Its: \_\_\_\_\_

**AMENDMENT TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

The Amended and Restated Certificate of Incorporation of Medtronic Xomed Surgical Products, Inc. is hereby amended as follows:

Article 1 is hereby deleted and replaced with the following:

**“ARTICLE 1 – NAME**

The name of the corporation shall be Medtronic Xomed, Inc.”

This Amendment to the Amended and Restated Certificate of Incorporation of Medtronic Xomed Surgical Products, Inc. shall be effective as of January 1, 2001,