

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carbomedics Inc.		01/01/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sorin Group USA, Inc.
Street Address:	14401 West 65th Way
City:	Arvada
State/Country:	COLORADO
Postal Code:	80004
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1971560	CARBO-SEAL
Registration Number:	2935980	CARBO-SEAL VALSALVA
Registration Number:	2441524	CARDIOFIX
Registration Number:	2502600	INRANGE
Registration Number:	2594766	OPTIFORM
Registration Number:	2907898	PHOTOFIX
Registration Number:	2624919	TOP HAT

CORRESPONDENCE DATA

Fax Number: (212)813-5901
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-813-5900
 Email: anicolescu@fzlz.com
 Correspondent Name: SUSAN UPTON DOUGLASS
 Address Line 1: FROSS ZELNICK LEHRMAN & ZISSU, P.C.

900187483

**TRADEMARK
 REEL: 004505 FRAME: 0320**

CH \$190.00 1971560

Address Line 2: 866 UNITED NATIONS PLAZA
Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER: SGUS 0508414

NAME OF SUBMITTER: Susan Upton Douglass

Signature: /anca nicolescu/

Date: 03/25/2011

Total Attachments: 6

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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: 004505 FRAME: 0322

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

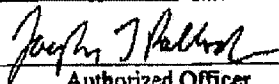
WHEREAS this corporation desires to merge into itself the said
Carbomedics Inc., and to be possessed of all the estate, property, rights,
privileges and franchises of said corporation,

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 31st 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

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:

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DIRECTORS:

Jim Trevor



Giulio Cordano

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DIRECTORS:

Jim Trevor

Giulio Cordano



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