

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2012

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Schick Technologies, Inc.		10/01/2012	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Sirona Dental, Inc.
Street Address:	30-30 47th Avenue
Internal Address:	Suite 500
City:	Long Island City
State/Country:	NEW YORK
Postal Code:	11101
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2903980	USBCAM

**CORRESPONDENCE DATA**

Fax Number:  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: (212) 218-2100  
 Email: jwakeley@fchs.com  
 Correspondent Name: Frank A. DeLucia  
 Address Line 1: 1290 Avenue of the Americas  
 Address Line 4: New York, NEW YORK 10104

ATTORNEY DOCKET NUMBER:	01873.007712.
NAME OF SUBMITTER:	Frank A. DeLucia

CH \$40.00 2903980

Signature:	/Frank A. DeLucia/
Date:	11/30/2012
Total Attachments: 8 source=Certificates-of-Merger#page1.tif source=Certificates-of-Merger#page2.tif source=Certificates-of-Merger#page3.tif source=Certificates-of-Merger#page4.tif source=Certificates-of-Merger#page5.tif source=Certificates-of-Merger#page6.tif source=Certificates-of-Merger#page7.tif source=Certificates-of-Merger#page8.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 MERGER, WHICH MERGES:

"SIRONA DENTAL SYSTEMS, LLC", A NORTH CAROLINA LIMITED LIABILITY COMPANY,

WITH AND INTO "SIRONA DENTAL, INC." UNDER THE NAME OF "SIRONA DENTAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2012, AT 7:54 O'CLOCK A.M.

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

5182976 8100M

121082963



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9882603

DATE: 10-01-12

TRADEMARK  
REEL: 004910 FRAME: 0312

**CERTIFICATE OF MERGER OF  
SIRONA DENTAL SYSTEMS, LLC,  
A FOREIGN LIMITED LIABILITY COMPANY,  
INTO  
SIRONA DENTAL, INC.,  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Section 57C-9A-22 of the North Carolina Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Sirona Dental, Inc., a Delaware corporation ("Sirona Dental"), and the name of the limited liability company being merged into this surviving corporation is Sirona Dental Systems, LLC, a North Carolina limited liability company.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The name of the surviving corporation is Sirona Dental, Inc.

**FOURTH:** The merger is to become effective upon the filing of this Certificate of Merger.

**FIFTH:** The Agreement and Plan of Merger is on file at 30-30 47<sup>th</sup> Avenue, Suite 500, Long Island City, New York 11101, the place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SEVENTH:** The Certificate of Incorporation of Sirona Dental, as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of the surviving corporation.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be signed by an authorized officer, the 1st day of October, 2012.

SIRONA DENTAL, INC.

By:           /s/ Jonathan Friedman            
Name:           Jonathan Friedman            
Title:           Secretary

FILING RECEIPT

=====  
ENTITY NAME: SIRONA DENTAL SYSTEMS

DOCUMENT TYPE: MERGER (FOR./BUS./FICT.)  
PROCESS

COUNTY: QUEE

=====  
FILED:10/01/2012 DURATION:\*\*\*\*\* CASH#:121001000663 FILM #:121001000587

FILER:

EFFECT DATE

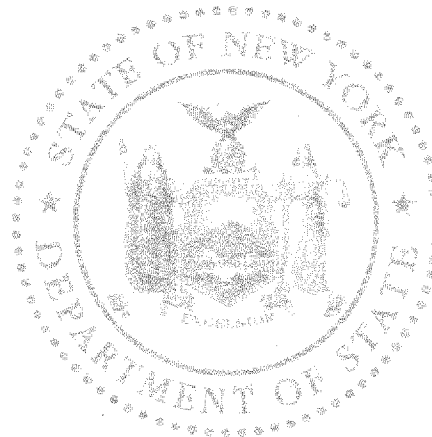
-----  
FULBRIGHT & JAWORSKI L.L.P.  
32ND FLOOR  
666 FIFTH AVENUE  
NEW YORK, NY 10103-3198

-----  
10/01/2012

ADDRESS FOR PROCESS:

-----  
THE CORPORATION  
30-30 47TH AVENUE, SUITE 500  
LONG ISLAND CITY, NY 11101

REGISTERED AGENT:



CONSTITUENT NAME: SCHICK TECHNOLOGIES, INC.

=====  
SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEES            370.00  
-----  
FILING           60.00  
TAX              0.00  
CERT             0.00  
COPIES          10.00  
HANDLING        300.00

PAYMENTS       370.00  
-----  
CASH             0.00  
CHECK            0.00  
CHARGE           0.00  
DRAWDOWN       370.00  
OPAL             0.00  
REFUND           0.00

=====  
358129AJC

TRADEMARK        DOC 1025 (04/2007)

REEL: 004910 FRAME: 0314

***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 1, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

CERTIFICATE OF MERGER  
MORGING  
SCHICK TECHNOLOGIES, INC., A NEW YORK CORPORATION  
INTO  
SIRONA DENTAL, INC., A DELAWARE CORPORATION  
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

Pursuant to Section 907 of the New York Business Corporation Law ("NYBCL"), the undersigned corporation executed the following Certificate of Merger:

1. The names of the constituent corporations are: SIRONA DENTAL, INC., a Delaware corporation (the "Surviving Corporation"), and SCHICK TECHNOLOGIES, INC., a New York corporation originally formed as a New York corporation under the name DBS TECHNOLOGIES, INC ("Schick"). Schick shall be merged into the Surviving Corporation (the "Merger") effective on October 1, 2012 (the "Effective Date of the Merger").
2. The Surviving Corporation is authorized to do business in the State of New York under the fictitious name "SIRONA DENTAL SYSTEMS".
3. The Merger herein certified is permitted by the laws of the jurisdiction of incorporation of the Surviving Corporation and is in compliance with said laws.
4. The authorized capital stock of Schick consists of 10,000,00 shares of common stock, \$0.01 par value, of which 100 shares are outstanding. The number of issued and outstanding shares is not subject to change prior to the Effective Date of the Merger.
5. The authorized capital stock of the Surviving Corporation consists of 1,500 shares of common stock, with \$0.01 par value, of which one 100 shares are outstanding. The number of outstanding shares is not subject to change prior to the Effective Date of the Merger.
6. The Merger has been approved and adopted by the Board of Directors of the Surviving Corporation and by the sole shareholder of the Surviving Corporation in accordance with the laws of the state of Delaware.
7. The Merger has been approved and adopted by the Board of Directors of Schick in accordance with Section 902 of the NYBCL, and has been authorized by the shareholders of Schick in accordance with Section 903 of the NYBCL.
8. As of the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the holder each share of Schick common stock held immediately prior to the Effective Date of the Merger shall, upon the Effective Date of the Merger of and by virtue of the Merger, be canceled and no consideration shall be issued in exchange therefor.

9. The Surviving Corporation was incorporated under the laws of the State of Delaware on August 29, 2012. The Surviving Corporation's Application for Authority to do business in New York State was filed by the Department of the State of New York on September 26, 2012.

10. Schick was incorporated under the laws of the State of New York on June 7, 1995.

11. The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in New York State, which is a constituent corporation in the Merger, and for the enforcement, as provided in the New York Business Corporation Law, of the right of shareholders of any constituent corporation formed under the laws of the State of New York to receive payment for their shares against the Surviving Corporation.

12. The Surviving Corporation agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, the Surviving Corporation will promptly pay to the shareholders of each constituent corporation formed under the laws of the State of New York the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law relating to the right of shareholders to receive payment for their shares.

13. The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in Section 306(b) of the New York Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of process against the Surviving Corporation served upon him is 30-30 47<sup>th</sup> Avenue, Suite 500, Long Island City, New York 11101.

14. All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by Schick, the constituent domestic corporation, have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of Merger has been filed by Schick. The said report, if estimated, is subject to amendment. The Surviving Corporation agrees that it will, within 30 days after the filing of this Certificate of Merger, file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by Schick.



IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer on October 1, 2012.

SIRONA DENTAL, INC.

BY: /s/ Jonathan Friedman  
Name: Jonathan Friedman  
Title: Secretary

SCHICK TECHNOLOGIES, INC.

BY: /s/ Jonathan Friedman  
Name: Jonathan Friedman  
Title: Secretary

CSC 45  
DRAW DOWN

121001000587

CERTIFICATE OF MERGER  
OF  
SCHICK TECHNOLOGIES, INC.  
INTO  
SIRONA DENTAL, INC.

Section 907 of the Business Corporation Law

FILED

2012 OCT -1 PM 1:14

Filer: Fulbright & Jaworski L.L.P.  
32nd Floor  
666 Fifth Avenue  
New York, NY 10103-3198  
Cust. Ref#358129Ajc

DRAWDOWN

RECEIVED

2012 OCT -1 PM 12:59

(4)

*Ice*  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED OCT 01 2012  
TAKS       *B*        
BY:       *plw*      

*Queens*