

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/24/2012

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spinal USA		04/24/2012	LIMITED LIABILITY COMPANY: MISSISSIPPI

RECEIVING PARTY DATA	
Name:	Spinal USA, Inc.
Street Address:	5 Sylvan Way, 2nd Floor
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3495633	SLIMPLICITY
Registration Number:	3897868	VERTIFUSE
Serial Number:	77588127	SURE LOK
Serial Number:	85344315	SPINAL USA
Serial Number:	85386671	RELI
Serial Number:	85386680	RCS
Serial Number:	85386695	ALLAY
Serial Number:	85386705	ACCUFIT
Serial Number:	85386714	SHURFIT
Serial Number:	85386726	REFORM
Serial Number:	85509389	MALIF
Serial Number:	85583289	PRECISION SPINE

OP \$390.00 3495633

Serial Number:	85583314	PRECISION SPINE SOLUTIONS
Serial Number:	85789404	MINI-MAX
Serial Number:	85824796	PRECISION MEDICAL

CORRESPONDENCE DATA

Fax Number: 7326346887
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 732-634-7634
 Email: mdernier@gdiplaw.com
 Correspondent Name: Matthew B. Dernier
 Address Line 1: Suite 504, 900 Rt. 9 North
 Address Line 4: Woodbridge, NEW JERSEY 07095

ATTORNEY DOCKET NUMBER:	909-01
NAME OF SUBMITTER:	Matthew B. Dernier
Signature:	/Matthew B. Dernier/
Date:	04/23/2013

Total Attachments: 7
 source=909-01_Merger-Spinal-USA-LLC_to_Spinal-USA-Inc_recorded#page1.tif
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 source=909-01_Merger-Spinal-USA-LLC_to_Spinal-USA-Inc_recorded#page6.tif
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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Merger or Certificate of Merger
For Cross Entity Mergers

The undersigned business entities pursuant to Sections 79-4-11.05 and/or 79-29-209, as amended, hereby execute the following document and sets forth:

1. Name and Type of Entity 1

⇒ Spinal USA, LLC, a Mississippi limited liability company

2. Name and Type of Entity 2

⇒ Spinal USA, Inc., a Delaware corporation

3. Name and Type of Entity 3

⇒

4. The future effective date is
(Complete if applicable)

⇒

5. Mark appropriate box

The Plan of Merger is attached (required for merger involving domestic Limited Liability Company).

OR

The Plan of Merger is not attached, nor required to be attached.

6. (a) Name and Type of Surviving Entity

⇒ Spinal USA, Inc.

⇒ (b) Jurisdiction of Surviving Entity

Delaware

7. The plan of merger has been approved and executed by each party to the merger. For each domestic limited liability company, the plan of merger was duly approved by the members and, if voting by any separate voting group was required, by each such separate voting group, in the manner required by the Mississippi Limited Liability Company Act and the certificate of formation and limited liability company agreement

8. The plan of merger and the performance of its terms are duly authorized by all actions required by the laws under which each entity is organized, or by which each entity is governed, and by each entity's organizational documents.

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9. Mark appropriate box (Applicable to each corporation which is a party to the merger).

▷ (a) Shareholder approval of the plan of merger was not required.

OR

▷ (b) The plan of merger was duly approved by the shareholders and, if voting by any separate voting group was required, by each such separate voting group, in the manner required by the Mississippi Business Corporation Act and the articles of incorporation;

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Class	No. of outstanding shares	No. of votes entitled to be cast	No. of votes present
▷ <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
▷ <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Name of Corporation	Class	Total no. of votes cast FOR the Plan	Total no. of votes cast AGAINST the Plan
▷ <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
▷ <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

OR

b. the total number of undisputed votes cast for the plan separately by each class was

Name of Corporation	Class	Total no. of undisputed votes cast FOR the Plan
▷ <input type="text"/>	<input type="text"/>	<input type="text"/>
▷ <input type="text"/>	<input type="text"/>	<input type="text"/>

And the number of votes present and the number of votes cast for the plan by each class was sufficient for approval by that class.

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Name of Entity 1

Spinal USA, LLC, a Mississippi limited liability company

By: Signature



(Please keep writing within blocks)

Printed Name

Gilbert M. Aust, M.D.

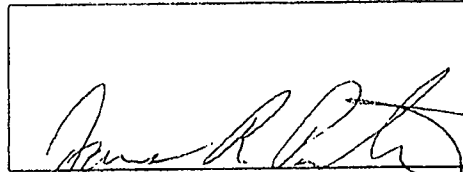
Title

Chairman

Name of Entity 2

Spinal USA, Inc., a Delaware corporation

By: Signature



(Please keep writing within blocks)

Printed Name

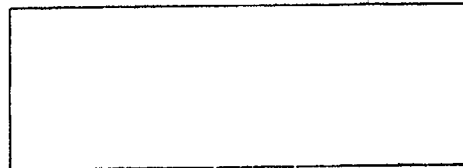
James R. Pastena

Title

CEO

Name of Entity 3

By: Signature



(Please keep writing within blocks)

Printed Name

Title

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ARTICLES AND PLAN OF MERGER
BETWEEN
SPINAL USA, LLC AND SPINAL USA, INC.

The Undersigned Domestic Limited Liability Company and Foreign Corporation, in accordance with Section 79-29-221 of the Mississippi Code Annotated, hereby adopt the following Articles and Plan of Merger:

Article 1.

The parties hereto agree to effect this Merger as of the filing date of the Certificate of Merger with the Mississippi Secretary of State.

Article 2.

The company to survive the merger is Spinal USA, Inc., a Delaware corporation.

Article 3.

The parties to these Articles and Plan of Merger are Spinal USA, LLC, a Mississippi limited liability company, which is filed of record with the Mississippi Secretary of State, and Spinal USA, Inc., a Delaware corporation, which is filed of record with the Delaware Secretary of State. The Chairman of the Board of Managers of Spinal USA, LLC is Gilbert M. Aust, M.D., and the Chief Executive Officer of Spinal USA, Inc. is James R. Pastena.

Article 4.

There will be no amendments to the Articles of Incorporation of the surviving Corporation as a result of these Articles and Plan of Merger, but said surviving Corporation shall register to do business in the State of Mississippi.

Article 5.

These Articles and Plan of Merger were duly adopted and unanimously approved by the Board of Managers for Spinal USA, LLC, and each voting class of Membership Interest, and each voting class of Membership Interest has duly authorized the Chairman of the Board of Managers to execute this Agreement on their behalf signifying their consent to this merger. These Articles and Plan of Merger were duly adopted and unanimously approved by the Board of Directors and the Shareholders of Spinal USA, Inc. and the Shareholders have duly authorized the Chief Executive

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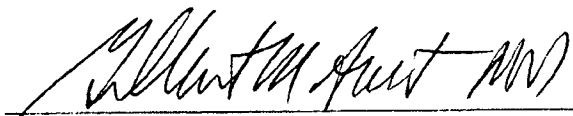
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Officer of Spinal USA, Inc. to execute this Agreement on their behalf signifying their consent to this merger.

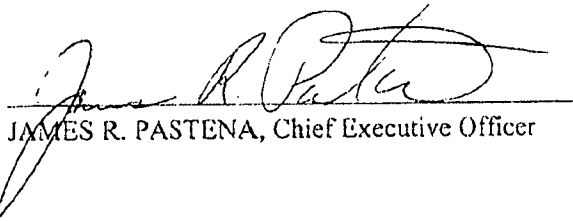
Article 6.

On the effective date of the Merger, the separate existence of Spinal USA, LLC shall cease, and all of the rights, privileges, immunities and franchises, and all real property and personal property, tangible and intangible, of every kind and description belonging to Spinal USA, LLC, and all debts due on whatever account to Spinal USA, LLC shall be taken and deemed to be transferred to and vested in Spinal USA, Inc. without further act or deed; all debts, liabilities obligations, restrictions, disabilities and duties of Spinal USA, LLC shall become the debts, liabilities, obligations, restrictions, disabilities and duties of Spinal USA, Inc.

SPINAL USA, LLC, a Mississippi Limited Liability Company

By: 
GILBERT M. AUST, M.D., Chairman of the Board of Managers

SPINAL USA, INC., a Delaware Corporation

By: 
JAMES R. PASTENA, Chief Executive Officer

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Application for Registration of Corporate Name
(For Foreign Corporations only)

1. Type of Corporation

Profit

Nonprofit

2. Name of Corporation

Spinal USA, Inc., a Delaware corporation

3. Corporation Postal Address

Address 5 Sylvan Way, 2nd Floor

City, State, ZIP5, ZIP4 Parsippany NJ 07054 -

4. Name and Street Address of the Applicant

Name Spinal USA, Inc.

Physical Address 2050 Executive Drive

P.O. Box

City, State, ZIP5, ZIP4 Pearl MS 39208 -

5. Name elected to use in Mississippi

Spinal USA, Inc.

6. State or country of incorporation

Delaware

7. Date incorporated or formed

04/24/2012



Application for Registration of Corporate Name
(For Foreign Corporations only)

8. Brief description of the nature of the activities in which it is engaged

The creation, development, improvement, marketing and sale of surgical spinal
implants and other related spinal and medical products.

By: Signature

(Please keep writing within blocks)

Printed Name

JAMES R. PASTENA

Title

CEO