

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM301819

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	10/31/2013		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cabot Technology Corporation		10/31/2013	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Gyrus ACMI, Inc.		
<b>Street Address:</b>	136 Turnpike Road		
<b>City:</b>	Southborough		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01772		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1841760	SURGIFLEX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124255288		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	(212) 425-7200		
<b>Email:</b>	tmdocketny@kenyon.com		
<b>Correspondent Name:</b>	James E. Rosini, Esq.		
<b>Address Line 1:</b>	One Broadway		
<b>Address Line 4:</b>	New York, NEW YORK 10004		
<b>ATTORNEY DOCKET NUMBER:</b>	14757/27		
<b>NAME OF SUBMITTER:</b>	James E. Rosini, Esq.		
<b>SIGNATURE:</b>	/James E. Rosini/		
<b>DATE SIGNED:</b>	04/17/2014		
<b>Total Attachments: 6</b>			
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source=Cabot Technology Corporation to Gyrus ACMI, Inc. - Merger#page3.tif			
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<b>TRADEMARK</b>			

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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:

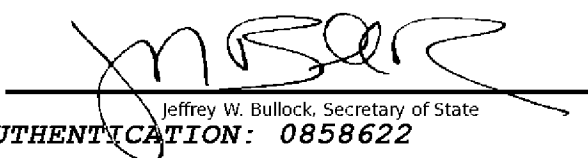
"CABOT TECHNOLOGY CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "GYRUS ACMI, INC." UNDER THE NAME OF "GYRUS ACMI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2013, AT 10:59 O'CLOCK A.M.

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

2124326 8100M

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0858622

DATE: 10-31-13

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

TRADEMARK  
REEL: 005262 FRAME: 0812

**STATE OF DELAWARE**

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**CABOT TECHNOLOGY CORPORATION**

**WITH AND INTO**

**GYRUS ACMI, INC.**

October 31, 2013

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned, the duly elected and acting President of Gyrus ACMI, Inc., a Delaware corporation (the "Company"), hereby certifies to the following information relating to the merger (the "Merger") of Cabot Technology Corporation, a Delaware corporation (the "Subsidiary"), with and into the Company:

**FIRST:** The Subsidiary was incorporated in the State of Delaware on July 17, 1992.

**SECOND:** The name of the Company after the Merger shall be "Gyrus ACMI, Inc."

**THIRD:** The Company was incorporated in the State of Delaware on April 23, 1987. The Company's Certificate of Incorporation was filed under the name of "Circon Corporation."

**FOURTH:** The Company owns all of the issued and outstanding shares of the capital stock of the Subsidiary.

FIFTH: The law of the State of Delaware permit the merger of a domestic business corporation with and into another domestic business corporation.

SIXTH: The board of directors of the Company duly adopted, by unanimous written consent on October 30, 2013, the resolutions attached hereto as Exhibit A in connection with the Merger.

SEVENTH: The Subsidiary is hereby merged with and into the Company. The Company shall possess all of the estate, property, rights, powers, privileges and franchises of the Subsidiary, and shall assume all of the Subsidiary's debts, liabilities, obligations and duties.

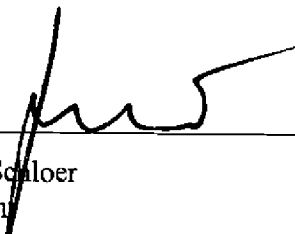
EIGHTH: The officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the Merger.

NINTH: This Certificate of Ownership and Merger shall be effective on the date such document is filed of record with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of the date first written above.

GYRUS ACMI, INC.  
a Delaware corporation

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

  
Georg Schloer  
President

## **EXHIBIT "A"**

### **Resolutions**

#### **Merger of Cabot Technology Corporation with and into Gyrus ACMI, Inc.**

**IT IS, THEREFORE, RESOLVED**, that Gyrus ACMI, Inc. ("ACMI") shall merge Cabot Technology Corporation ("CTC") with and into ACMI, with CTC ceasing to exist and ACMI remaining as the surviving entity, at the Effective Time (as defined herein), pursuant to and in accordance with the terms of the Merger Agreement; and

**FURTHER RESOLVED**, that it is the determination of the Board that the form, terms and provisions of the Merger Agreement are fair to, and in the best interests of, ACMI and its sole shareholder, that the Merger Agreement, with such changes therein as the appropriate officers of ACMI (the "Authorized Officers") reviewing such Merger Agreement deem necessary and proper, be, and hereby is, in all respects, approved and declared advisable, and that the Authorized Officers be, and hereby are, authorized to execute and deliver the Merger Agreement on behalf of ACMI, and subject to the terms and conditions thereof, to cause ACMI to duly perform its obligations thereunder, including, without limitation, merging CTC with and into ACMI and filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, such merger to be effective at time specified in the Merger Agreement (the "Effective Time").

#### **General Authorizations**

**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized to do all acts and things and to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificates, and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law or otherwise, in furtherance of the foregoing resolutions, and to certify as having been adopted by the undersigned any form of resolution required by any law, regulation or agency, in order to consummate, effectuate or carry out the transactions contemplated by and intent and the purpose of the foregoing and following resolutions;

**FURTHER RESOLVED**, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no respect derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate or carry out the transactions contemplated by and the intent and purposes of the foregoing and following resolutions;

**FURTHER RESOLVED**, that all acts and deeds previously performed by any of the Authorized Officers prior to the date hereof that are within the authority conferred by the foregoing resolutions are confirmed, ratified, adopted and approved in all respects as the authorized acts and deeds of ACMI; and

**FURTHER RESOLVED**, that ACMI's Secretary is instructed to file this Unanimous Written Consent with the minutes of the proceedings of ACMI.