

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM580361

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	04/01/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SPIRATION, INC.		04/01/2020	Corporation:
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
GYRUS ACMI, INC.	04/01/2020	Corporation:	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	GYRUS ACMI, INC.		
Street Address:	136 Turnpike Road		
City:	Southborough		
State/Country:	MASSACHUSETTS		
Postal Code:	01772		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2709746	SPIRATION	
Registration Number:	3704220	SPIRATION	
Registration Number:	5389408	SELECT	
CORRESPONDENCE DATA			
Fax Number:	9497609502		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	9497600404		
Email:	megin.olson@knobbe.com		
Correspondent Name:	Victoria E. Ellis		
Address Line 1:	2040 Main Street, 14th Floor		
Address Line 4:	Irvine, CALIFORNIA 92614		
NAME OF SUBMITTER:	Victoria E. Ellis		
SIGNATURE:	/Victoria E. Ellis/		

OP \$90.00 2709746

DATE SIGNED:	06/09/2020
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Total Attachments: 5

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Delaware

The First State

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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:

"SPIRATION, INC.", 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 ON THE FIRST DAY OF APRIL, A.D. 2020, AT 8:32 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2124326 8100M
SR# 20202510685

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202692501
Date: 04-01-20

TRADEMARK
REEL: 006956 FRAME: 0691

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

OF

SPIRATION, INC.,
a Delaware corporation

WITH AND INTO

GYRUS ACMI, INC.,
a Delaware corporation

April 1, 2020

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 Spiration, Inc., a Delaware corporation (the “Subsidiary”), with and into the Company:

FIRST: The Subsidiary was incorporated in the State of Delaware on May 10, 1999.

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 DGCL permits the merger of the Subsidiary with and into the Company.

SIXTH: The Board of Directors of the Company duly adopted, by Unanimous Written Consent dated April 1, 2020, 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.

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:32 AM 04/01/2020
FILED 08:32 AM 04/01/2020

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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 ACML, INC.,
a Delaware corporation

By: DocuSigned by:
Tomohisa Sakurai
R24AD942A4454E1
Tomohisa Sakurai, President

EXHIBIT "A"

Agreement and Plan of Merger

BE IT RESOLVED, that it is the determination of the Board of Directors of Gyrus ACMI, Inc. (the "Corporation") that the form, terms and provisions of the Merger Agreement between the Corporation and Spiration, Inc. ("Spiration") are fair to, and in the best interests of, the Corporation and its sole shareholder, that the Merger Agreement (including the exhibits attached thereto), with such changes therein as the appropriate officers of the Corporation (the "Authorized Officers") executing such Merger Agreement deem necessary and proper, be, and hereby is, in all respects, approved, adopted and declared advisable in accordance with the applicable sections of the DGCL; and be it further

RESOLVED, that the Board of Directors hereby agrees that the Corporation shall engage in the Merger (as defined in the Merger Agreement) with Spiration at the Effective Time (as defined in the Merger Agreement) pursuant to and in accordance with the terms of the Merger Agreement; and be it further

II. Effects of Merger

RESOLVED, that the Board of Directors hereby agrees that the Corporation shall accept all property, rights, privileges, immunities, powers and franchises (as described in the Merger Agreement) from Spiration and assume all of the debts, liabilities, obligations and duties (as described in the Merger Agreement) of Spiration at the Effective Time (as defined in the Merger Agreement) pursuant to and in accordance with the terms of the Merger Agreement; and be it further

III. General Authorizations

RESOLVED, that the Authorized Officers are hereby authorized to execute in the name and on behalf of the Corporation and deliver the Merger Agreement and all of the other agreements and documentation contemplated therein, in substantially the forms previously delivered to and received by the Board of Directors, except for such changes, additions and deletions as to any or all of the terms and provisions thereof as the Authorized Officers shall deem proper, such execution by such Authorized Officer to be conclusive evidence that such Authorized Officer deems all of the terms and provisions thereof to be proper; and be it further

RESOLVED, that the Authorized Officers be, and hereby are, authorized to cause the Corporation to duly perform its obligations under the Merger Agreement, including accepting all property, rights, privileges, immunities, powers and franchises (as described in the Merger Agreement) and assuming all of the debts, liabilities, obligations and duties of Spiration (as described in the Merger Agreement) and engaging in the Merger (as defined in the Merger Agreement); and be it further

RESOLVED, that the Authorized Officers be, and hereby are, authorized to take such action from time to time as such Authorized Officer shall deem necessary, advisable or proper in

order to carry out and perform the obligations of the Corporation under the Merger Agreement pursuant to these resolutions and to take any and all other actions in the furtherance of or to carry out the purpose of the foregoing resolutions; and be it further

RESOLVED, that any and all actions and deeds heretofore taken by any Authorized Officer in connection with the negotiation, execution and delivery of the Merger Agreement and all of the other agreements and documentation contemplated therein, are hereby approved, ratified and confirmed in all respects; and be it 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; and be it further

RESOLVED, that the Corporation's Secretary is instructed to file this Unanimous Written Consent with the minutes of the proceedings of the Board of Directors; and be it further

RESOLVED, that this Unanimous Written Consent may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.