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(Rev. 03/01)

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DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Cross Medical Products, Inc.

- Individual(s)
- General Partnership
- Corporation - Ohio
- Other: 11-16-01

Association

Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 8, 1998

2. Name and address of receiving party(ies):

Name: Cross Medical Products, Inc.

Internal

Address: _____

Street Address: 181 Technology Drive

City: Irvine State: CA Zip: 92618

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)

None

B. Trademark Registration No. (s)

1867237
1866868
2008045

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Julie L. Dalke, Esq.

Internal Address: Latham & Watkins

Street Address: 650 Town Center Drive, Suite 2000

City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved: : 3

7. Total fee (37 CFR 3.41)..... \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Julie L. Dalke
Name of Person Signing

Julie L. Dalke
Signature

11/16/01
Date

Total number of pages including cover sheet, attachments, and document: 5

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Handwritten signature/initials

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"CROSS MEDICAL PRODUCTS, INC.", A OHIO CORPORATION,
WITH AND INTO "CROSS MEDICAL PRODUCTS, INC." UNDER THE NAME OF "CROSS MEDICAL PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF SEPTEMBER, A.D. 1998, AT 3 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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010517426

AUTHENTICATION: 1395564

DATE: 10-17-01

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**CROSS MEDICAL PRODUCTS, INC.,
an Ohio corporation**

INTO

**CROSS MEDICAL PRODUCTS, INC.,
a Delaware corporation**

Cross Medical Products, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY THAT:

FIRST: The Corporation was incorporated on October 29, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns all of the outstanding shares of the stock of Cross Medical Products, Inc., a corporation incorporated on July 2, 1986, pursuant to the General Corporation Law of the State of Ohio.

THIRD: On August 28, 1998, the Board of Directors of the Corporation duly adopted by unanimous written consent and filed such written consent with the minutes of the Board, the following resolutions, merging the Subsidiary with and into the Corporation:

WHEREAS, the Corporation is the holder of record of all the issued and outstanding capital stock of Cross Medical Products, Inc., an Ohio corporation (the "Subsidiary");

WHEREAS, it is deemed advisable and in the best interest of the Corporation to merge the Subsidiary with and into the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby merges the Subsidiary, with and into itself and assumes all the Subsidiary's liabilities and obligations;

RESOLVED FURTHER, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

RESOLVED FURTHER, that the President, any Vice President, the Secretary or any Assistant Secretary of the Corporation (each, a "Proper Officer") be, and each of them hereby


is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effectuate said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the merger with the Secretary of State.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its Senior Vice President as of the 28th day of August, 1998.

CROSS MEDICAL PRODUCTS, INC.,
a Delaware corporation

By: 
Richard L. Harrison
Senior Vice President