


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies): <u>SpineCore, LLC</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State of _____ <input checked="" type="checkbox"/> Other: <u>Limited Liability Corporation</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>January 1, 2003</u></p>	<p>2. Name and address of receiving party(ies): Name: <u>SpineCore, Inc.</u> Internal Address: _____ Street Address: <u>475 Springfield Avenue</u> <u>4th Floor</u></p> <p>City: <u>Summit</u> State: <u>New Jersey</u> Zip: <u>07901</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application Number(s) or Registration Number(s): A. Trademark Application No.(s): <u>78/414,612</u> <u>78/414,617</u></p> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): _____</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Lerner, David, Littenberg, Krumholz & Mentlik, LLP</u> Internal Address: _____ Street Address: <u>600 South Avenue West</u> City: <u>Westfield</u> State: <u>NJ</u> Zip: <u>07090</u></p>	<p>6. Total Number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>65.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)</p> <p>B. Deposit account number: <u>12-1095</u> (Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature: <i>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.</i></p> <p><u>Konstantin A. Caploon</u>  <u>October 19, 2004</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>8</u></p>	

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SPINECORE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

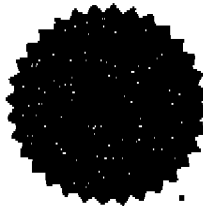
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2002, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "SPINECORE, LLC" TO "SPINECORE, INC.", FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2003, AT 12:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2200683

DATE: 01-13-03

TRADEMARK
REEL: 002959 FRAME: 0197

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 03/28/2002
020203876 - 3509475

CERTIFICATE OF FORMATION
OF
SpineCore, LLC

To: The Secretary of State
State of Delaware

THE UNDERSIGNED, for the purpose of forming a limited liability company, hereby executes the following Certificate of Formation:

FIRST: The name of the limited liability company is:
SpineCore, LLC

SECOND: The address of the limited liability company's initial registered office is:
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

and the limited liability company's initial registered agent at such address is:

The Corporation Trust Company.

THIRD: This Certificate shall be effective upon the date of filing.

FOURTH: The duration of the company shall be perpetual.

IN WITNESS WHEREOF, the undersigned, an authorized person over the age of eighteen, has signed this Certificate of Formation on the 27 day of March, 2002.


William R. Robinson, Esq.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 12/31/2002
020821710 - 3509475

CERTIFICATE OF CONVERSION
OF
SPINECORE, LLC
(a Delaware limited liability company)
FROM A LIMITED LIABILITY COMPANY
INTO A CORPORATION

In order to effect the conversion of SpineCore, LLC, a limited liability company organized under the laws of the State of Delaware (the "LLC"), into a corporation incorporated under the laws of the State of Delaware (the "Corporation"), it is hereby certified that:

1. The date of which the LLC was first formed was March 28, 2002.
2. The name of the LLC immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is SpineCore, LLC.
3. The name of the Corporation as set forth in its certificate of incorporation filed in accordance with subsection (b) of Section 265 of the Delaware General Corporation Law is SpineCore, Inc.
4. The LLC is a limited liability company organized under the laws of the State of Delaware.
5. This Certificate of Conversion has been duly executed in accordance with subsection (h) of Section 265 of the Delaware General Corporation Law.
6. The effective time of the filing of this Certificate of Conversion shall be 12:01 a.m. Eastern Standard Time on January 1, 2003.

IN WITNESS WHEREOF, the LLC has caused this Certificate of Conversion to be executed by its duly authorized manager as of the 31st day of December, 2002.

SPINECORE, LLC.

By: /s/ Joseph P. Errico
Name: Joseph P. Errico
Title: Manager

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 12/31/2002
02081710 - 3309475

CERTIFICATE OF INCORPORATION
OF
SPINECORE, INC.

Article First: NAME. The name of the corporation (which is hereinafter referred to as the "Corporation") shall be: **SpineCore, Inc.**

Article Second: REGISTERED OFFICE; REGISTERED AGENT. The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, State of Delaware 19808. The name of the Corporation's registered agent is Corporation Service Company.

Article Third: PURPOSE. The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

Article Fourth: CAPITAL STOCK. The total number of shares of stock which the Corporation is authorized to issue is 49,500,000 shares, of which (i) 36,000,000 shares shall be designated common stock, par value \$0.01 per share ("Common Stock"), and (ii) 13,500,000 shares shall be designated preferred stock, par value \$0.01 per share ("Preferred Stock"). A description of the respective classes of stock and a statement of the designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and privileges, and the qualifications, limitations and restrictions of the Preferred Stock and Common Stock are as follows:

A. **Preferred Stock.** Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issuance of all or any of the unissued and undesignated shares of Preferred Stock in one or more series, and to fix the number of shares and to determine for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights, and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors of the Corporation providing for the issuance of such shares, and as may be permitted by the General Corporation Law of the State of Delaware. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

B. Common Stock.

1. Relative Rights of Preferred Stock and Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations or restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed from time to time with respect to any shares of Preferred Stock.

2. Voting Rights. Except as otherwise required by law or this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation.

3. Dividends. Subject to the preferential rights of the holders of shares of Preferred Stock, if any, the holders of shares of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

4. Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of Preferred Stock, holders of Common Stock shall be entitled, unless otherwise provided by law or this Certificate of Incorporation, to receive all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them, respectively.

Article Fifth: INCORPORATOR. The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Cleary, Esq.	Sills Curran's Radin Tischman Epstein & Gross, P.A. One Riverfront Plaza Newark, NJ 07102-3400

Article Sixth: BOARD OF DIRECTORS. The number of directors constituting the initial Board of Directors shall be two (2); and the name and address of the persons who are to serve as the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph P. Errico, Esq.	c/o SpineCore, Inc. 447 Springfield Avenue Summit New Jersey 07901
Thomas J. Errico, M.D.	c/o SpineCore, Inc. 447 Springfield Avenue Summit New Jersey 07901

Article Seventh: ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS.

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

Article Eighth: INDEMNIFICATION.

The Corporation shall indemnify (i) its directors and officers, whether serving the Corporation or at its request, any other entity, to the full extent required or permitted by the General Corporation Law of the State of Delaware now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law, and (ii) other employees and agents to such extent as shall be expressly authorized by the Board of Directors or the By-Laws of the Corporation and as permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and, except as provided in any stockholders' agreement to which the Corporation is a party, is expressly empowered to adopt, approve and amend from time to time such By-Laws of the Corporation, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of this Certificate of Incorporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided under this Article Eighth with respect to any acts or omissions occurring prior to such amendment or repeal.

Article Ninth: MISCELLANEOUS. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. Except as provided in any stockholders' agreement to which the Corporation is a party, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

B. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors.

D. **Section 203 Opt Out:** The Corporation hereby elects not to be governed by § 203 of the General Corporation Law of the State of Delaware as from time to time in effect or any successor provision thereto.

Article Tenth: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

Article Eleventh: The effective date of this Certificate of Incorporation shall be 12:01 a.m. Eastern Standard Time on January 1, 2003.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this Certificate of Incorporation as of the 31st day of December, 2002.

/s/ John L. Cleary
John L. Cleary, Esq.,
Incorporator