

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/26/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sunsoft Corporation		10/24/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	CooperVision, Inc.
Street Address:	6140 Stoneridge Mall Rd.
Internal Address:	Suite 590
City:	Pleasanton
State/Country:	NEW YORK
Postal Code:	94588
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	75208488	MULTIPLES
Registration Number:	1670064	ECLIPSE
Registration Number:	1439841	SUNSOFT

CORRESPONDENCE DATA

Fax Number: (212)732-3232
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-732-3200
 Email: melnick@clm.com
 Correspondent Name: Diane B. Melnick, Esq.
 Address Line 1: 2 Wall St.
 Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	COO19 002
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CH \$90.00 75208488

NAME OF SUBMITTER:	Diane B. Melnick
Signature:	/diane melnick/
Date:	11/16/2007

Total Attachments: 16

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
October 26, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

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07102600 0522

Certificate of Merger
of
SUNSOFT CORPORATION
into
COOPERVISION, INC.

Under Section 905 of the Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of New Mexico, on March 10, 1982, is Sunsoft Corporation. No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation is CooperVision, Inc. The certificate of incorporation of CooperVision, Inc., a domestic entity, was originally filed by the Department of State on February 20, 1959 as Contact Lens Guild Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION	NUMBER
Common Stock	1,334

SIXTH: The merger of the subsidiary corporation into the surviving corporation has

been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the 26th day of October, 2007.

[Signature Page Follows]

Signed on: October 26, 2007

A handwritten signature in black ink, appearing to read 'Carol Kaufman', written over a horizontal line.

Carol Kaufman, Vice President and Secretary
of the surviving corporation

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CERTIFICATE OF MERGER
OF
SUNSOFT CORPORATION
INTO
COOPERVISION, INC.

Section 905 of the Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE
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Filer: Carter Ledyard & Milburn LLP
2 Wall Street
New York, NY 10005-2072
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NEW MEXICO PUBLIC REGULATION COMMISSION

COMMISSIONERS

DISTRICT 1 JASON MARKS, VICE CHAIRMAN
DISTRICT 2 DAVID W. KING
DISTRICT 3 BEN R. LUJAN, CHAIRMAN
DISTRICT 4 CAROL K. SLOAN
DISTRICT 5 SANDY JONES

OCTOBER 30, 2007



1120 Paseo de Peralta/P.O. Box 1269
Santa Fe, NM 87504-1269
(505) 827-4508
1-800-947-4722

CORPORATION DEPARTMENT

CORPORATION SERVICE COMPANY
C/O ROBERT G. PTACEK
P.O. BOX 9315
SANTA FE ,NM 87504-9315

RE: SUNSOFT CORPORATION
SCC#1130590

IN NEW MEXICO, CORPORATE EXISTENCE CEASED FOR THE FOLLOWING:
SUNSOFT CORPORATION (NM) (NMPRC #1130590)

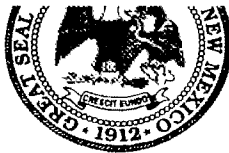
THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF MERGER (REFERENCE #3337862) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE OCTOBER 26, 2007. THE ENCLOSED CERTIFICATE OF MERGER IS EVIDENCE OF FILING AND SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF MERGER.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
RKL

TRADEMARK
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OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF MERGER

OF

SUNSOFT CORPORATION

3337862

The Public Regulation Commission certifies that the Articles of Merger attached hereto, duly signed and verified pursuant to the provisions of the:

BUSINESS CORPORATION ACT

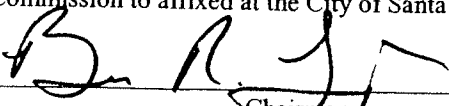
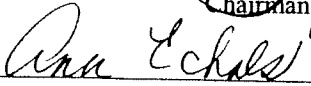
(53-11-1 to 53-18-12 NMSA 1978)

have been received and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law the Public Regulation Commission issues this Certificate of Merger and attaches hereto a duplicate of the Articles of Merger.

Dated: OCTOBER 26, 2007

In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to affixed at the City of Santa Fe.


Chairman

Bureau Chief

TRADEMARK
REEL: 003662 FRAME: 0351

ARTICLES OF MERGER
OF
SUNSOFT CORPORATION
AND
COOPERVISION, INC.

FILED IN OFFICE OF
NOTARY PUBLIC
OCT 26 2007
COOPERVISION, INC.

To the Public Regulatory Commission
State of New Mexico

Pursuant to the provisions of the Business Corporation Act of the State of New Mexico governing the merger of a domestic business corporation with and into a foreign business corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporations are Sunsoft Corporation, which is a business corporation organized under the laws of the State of New Mexico, and CooperVision, Inc., which is a business corporation organized under the laws of the State of New York.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Sunsoft Corporation with and into CooperVision, Inc. as approved by resolution of the Board of Directors of each of said corporations.

3. The number of shares of Sunsoft Corporation which were outstanding at the time of the approval of the Plan of Merger by its shareholders is 1,334, all of which are of one class and entitled to vote.

The number of the aforesaid shares which were voted for the Plan of Merger is 1,334, and the number of said shares which were voted against the same is zero.

4. The number of shares of CooperVision, Inc. which were outstanding at the time of the approval of the Plan of Merger by its shareholders are 100,000 Class A Common Stock shares, all of which are entitled to vote, and 48,626 Class B Common Stock shares, all of which are entitled to vote.

The number of the aforesaid shares which were voted for the Plan of Merger is 100,000 Class A Common Stock and 48,626 Class B Common Stock, and the number of said shares which were voted against the same is zero.

5. The laws of the jurisdiction of organization of CooperVision, Inc. permit the merger of a business corporation of another jurisdiction with and into a business corporation of the jurisdiction of organization of CooperVision, Inc., and the merger of Sunsoft Corporation with and into CooperVision, Inc. is in compliance with the laws of the jurisdiction of organization of CooperVision, Inc.

6. CooperVision, Inc. does hereby agree that it may be served with process in the State of New Mexico in any proceeding for the enforcement of any obligation of Sunsoft Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Sunsoft Corporation against CooperVision, Inc.; does hereby irrevocably appoint the Secretary of State of the State of New Mexico as its agent to accept service of process in any such proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of Sunsoft Corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Act of the State of New Mexico with respect to the rights of dissenting shareholders.

7. An address to which the Secretary of State of the State of New Mexico may mail a copy of any process served upon said Secretary of State is

CooperVision, Inc.
c/o The Cooper Companies, Inc.
6140 Stoneridge Mall Rd., Ste. 590
Pleasanton, CA 94588

8. CooperVision, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.

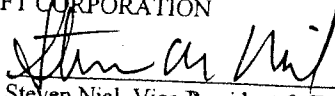
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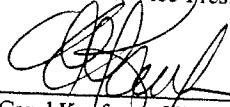
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Executed on October 24, 2007

SUNSOFT CORPORATION

By:

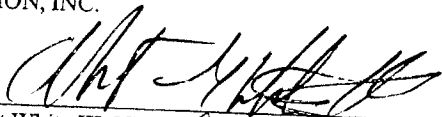

Steven Niel, Vice-President & Treasurer

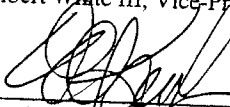

Carol Kaufman, Vice-President & Secretary

Executed on October 24, 2007

COOPERVISION, INC.

By:


Albert White III, Vice-President


Carol Kaufman, Vice-President & Secretary

OCT 28 2007

STATE OF CALIFORNIA)
) SS.:
COUNTY OF ALAMEDA)

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 24th day of October, 2007, personally appeared before me Carol Kaufman, who, being by me first duly sworn, declared that she is the Vice President and Secretary of Sunsoft Corporation; that she signed the foregoing Articles of Merger as Vice-President and Secretary of the said corporation; and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

Mary Fitzpatrick

Notary Public
Commission expires:



STATE OF CALIFORNIA)
) SS.:
COUNTY OF ALAMEDA)

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 24th day of October, 2007, personally appeared before me Carol Kaufman, who, being by me first duly sworn, declared that she is the Vice President and Secretary of CooperVision, Inc.; that she signed the foregoing Articles of Merger as Vice-President and Secretary of the said corporation; and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

Mary Fitzpatrick

Notary Public

Commission expires:



STATE OF CALIFORNIA)
) SS.:
COUNTY OF ALAMEDA)

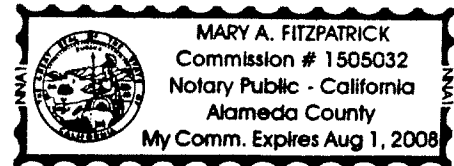
I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 24th day of October, 2007, personally appeared before me Steven Niel, who, being by me first duly sworn, declared that he is the Vice President and Treasurer of Sunsoft Corporation; that he signed the foregoing Articles of Merger as Vice-President and Treasurer of the said corporation; and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

Mary Fitzpatrick

Notary Public

Commission expires:



STATE OF CALIFORNIA)
) SS.:
COUNTY OF ALAMEDA)

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 21st day of October, 2007, personally appeared before me Albert White III, who, being by me first duly sworn, declared that he is the Vice President of CooperVision, Inc.; that he signed the foregoing Articles of Merger as Vice-President of the said corporation; and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

Mary Fitzpatrick

Notary Public

Commission expires:



PLAN OF MERGER

PLAN OF MERGER approved on October 24, 2007 by Sunsoft Corporation, a business corporation organized under the laws of the State of New Mexico, and by resolution adopted by its Board of Directors on said date, and approved on October 24, 2007 by CooperVision, Inc., a business corporation organized under the laws of the State of New York, and by resolution adopted by its Board of Directors on said date.

1. Sunsoft Corporation and CooperVision, Inc. shall, pursuant to the provisions of the Business Corporation Act of the State of New Mexico and the provisions of the New York Business Corporation Law, be merged with and into a single corporation, to wit, CooperVision, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the New York Business Corporation Law. The separate existence of Sunsoft Corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Act of the State of New Mexico.
2. The Certificate of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the New York Business Corporation Law.
3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New York Business Corporation Law.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.
5. Each issued share of the terminating corporation shall, upon the complete effective date of the merger, be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the complete effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Business Corporation Act of the State of New Mexico and in accordance with the provisions of the New York Business Corporation Law, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Mexico and of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
8. The effective date of the merger herein provided for shall be October 26, 2007.

007 2 6 2007

**SUNSOFT CORPORATION
REGISTERED MARKS**

Mark	Country	File Date	Se. No.	Reg. Date	Reg. No.	Classes
MULTIPLES	U.S.	2/05/96	71848	6/02/1998	2,162,800	9
CLIPS E	U.S.	09/09/89	7522,28	12/21/91	1,670,064	9
EUNSOFT	U.S.	07/01/86	73/08,10	5/1/87	143,934	9