

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/06/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Celleration, Inc.		05/05/2003	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	Celleration, Inc.
Street Address:	10250 Valley View Road
Internal Address:	Suite 137
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2777460	CELLERATION
Registration Number:	2774831	HEALING THROUGH ULTRASONIC INNOVATION
Registration Number:	2761633	CELLERATION MIST THERAPY SYSTEM
Registration Number:	2959715	MIST THERAPY
Registration Number:	3023075	

**CORRESPONDENCE DATA**

Fax Number: (617)951-7050  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617-951-7170  
 Email: ronald.duvernay@ropesgray.com  
 Correspondent Name: Emilia F. Cannella  
 Address Line 1: One International Place  
 Address Line 2: Ropes & Gray LLP

**CH \$140.00 2777460**

Address Line 4: Boston, MASSACHUSETTS 02110-2624

ATTORNEY DOCKET NUMBER: 103514-0002

NAME OF SUBMITTER: Emilia F. Cannella

Signature: /e cannella/

Date: 09/05/2008

Total Attachments: 5  
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# Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

*This public document:*

2. *has been signed by Harriet Smith Windsor*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

## Certified

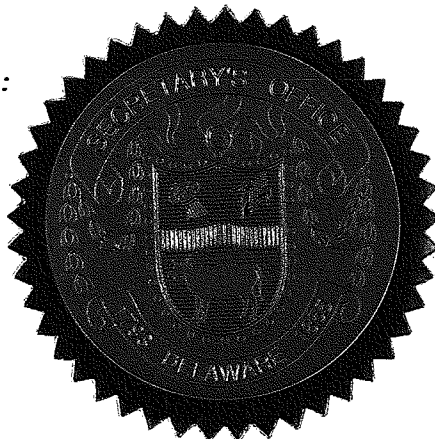
5. *at Dover, Delaware*

6. *the fifteenth day of November, A.D. 2007*

7. *by Secretary of State, Delaware Department of State*

8. *No. 0334165*

9. Seal/Stamp:



10. Signature:

*Harriet Smith Windsor*  
Secretary of State

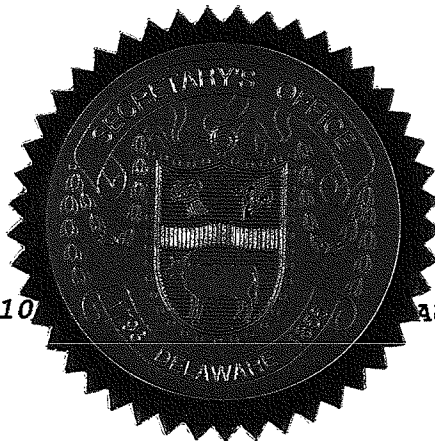
# Delaware

PAGE 1

*The First State*

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 MERGER, WHICH MERGES:

"CELLERATION, INC.", A MINNESOTA CORPORATION,  
WITH AND INTO "CELLERATION MERGER SUB, INC." UNDER THE NAME OF "CELLERATION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MAY, A.D. 2003, AT 10:14 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3649199 810

AUTHENTICATION: 6164991

071229477

DATE: 11-15-07

TRADEMARK  
REEL: 003847 FRAME: 0343

**CERTIFICATE OF MERGER  
OF  
CELLERATION, INC.  
a Minnesota corporation,  
WITH AND INTO  
CELLERATION MERGER SUB, INC.  
a Delaware corporation**

**(Delaware)**

The undersigned corporation, Celleration Merger Sub, Inc., a corporation duly organized and existing under the laws of the State of Delaware, does hereby certify as follows:

**FIRST:** That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Celleration, Inc. ("Celleration")	Minnesota
Celleration Merger Sub, Inc. ("Merger Sub")	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of April 21, 2003, by and between Celleration and Merger Sub has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the Delaware General Corporation Law.

**THIRD:** That the surviving corporation of the merger is Merger Sub.

**FOURTH:** That the Certificate of Incorporation of Merger Sub is the Certificate of Incorporation of the surviving corporation except that the name of the surviving corporation is changed to Celleration, Inc.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, and the address of such principal place of business is 6570 Edenvale Boulevard, Eden Prairie, Minnesota 55346.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of Celleration or Merger Sub.

**SEVENTH:** That the authorized capital stock of the foreign corporation that is party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Celleration	Common Stock	40,000,000	\$.01
Celleration	Series A Preferred	166,666	\$.01
Celleration	Series B Preferred	9,000,000	\$.01
Celleration	Undesignated Preferred	10,833,334	\$.01

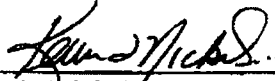
**EIGHTH:** That the merger of Celleration into Merger Sub shall be effective on May 6, 2003 at 5:00 p.m. Central Time.

\* \* \* \* \*

M1:986383.03

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the duly authorized officer of Merger Sub this 5th day of May, 2003.

CELLERATION MERGER SUB, INC.

By:   
Kevin Nickels  
*President and Chief Executive Officer*