

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lenx Lasers, Inc.		09/02/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Alcon Lensx, Inc.
Street Address:	33 Journey
City:	Aliso Viejo
State/Country:	CALIFORNIA
Postal Code:	92656
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3670196	LENSX
Registration Number:	3857264	LENSX
Serial Number:	77365932	LENSX
Registration Number:	3693439	
Serial Number:	77400475	
Serial Number:	77400477	
Serial Number:	77883323	THE WORLD LEADER IN LASER CATARACT SURGERY
Serial Number:	77883313	THE WORLD LEADER IN LASER CATARACT SURGERY
Serial Number:	77883331	THE WORLD LEADER IN LASER CATARACT SURGERY

CORRESPONDENCE DATA

Fax Number: (877)769-7945
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 858-678-5070
 Email: tmdoctc@fr.com
 Correspondent Name: Andrew M. Abramsn

900175078

**TRADEMARK
 REEL: 004305 FRAME: 0221**

CH \$240.00 3670196

Address Line 1: P.O. Box 1022
Address Line 4: Minneapolis, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER:	21757-0001002
NAME OF SUBMITTER:	Andrew M. Abrams
Signature:	/andrew m. abrams/
Date:	10/27/2010

Total Attachments: 4
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Delaware

PAGE 1

The First State

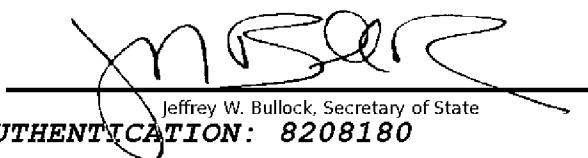
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "LENSX LASERS, INC.", CHANGING ITS NAME FROM "LENSX LASERS, INC." TO "ALCON LENSX, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF SEPTEMBER, A.D. 2010, AT 12:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4229416 8100

100880292




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8208180

DATE: 09-02-10

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

TRADEMARK
REEL: 004305 FRAME: 0223

**FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LENSX LASERS, INC.**

LENSX LASERS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the Corporation is LenSx Lasers, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 3, 2006.
2. This Fifth Amended and Restated Certificate of Incorporation (this "Certificate of Incorporation") was duly adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware. Pursuant to Sections 242 and 228 of the General Corporation Law of the State of Delaware, the amendments and restatement herein set forth have been duly adopted by the Board of Directors and the stockholders of the Corporation.
3. Pursuant to Section 245 of the General Corporation Law of the State of Delaware, this Certificate of Incorporation restates and integrates and amends the provisions of the Corporation's Certificate of Incorporation, to read in its entirety as follows:

FIRST: The name of the corporation is Alcon LenSx, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful business, act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware or any successor statute (the "DGCL").

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$0.0001 per share.

FIFTH: Any action required or permitted to be taken at an annual or special meeting of stockholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

SIXTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation (the "Board"). In addition to the authority and powers conferred upon the Board by the DGCL or by the other provisions of this

Amended and Restated Certificate of Incorporation (this "Certificate of Incorporation"), the Board is hereby authorized and empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the DGCL, this Certificate of Incorporation, and the Bylaws of the Corporation (the "Bylaws"); *provided, however*, that no Bylaws hereafter adopted, or any amendments thereto, shall invalidate any prior act of the Board that would have been valid if such Bylaws or amendment had not been adopted. The number of directors of the Corporation shall be fixed from time to time as provided in the Bylaws. Election of directors need not be by written ballot unless the Bylaws so provide.

SEVENTH: No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists at the time of the alleged breach. If the DGCL is hereafter amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on liability provided in this paragraph, shall be limited to the fullest extent permitted by the amended DGCL. Any repeal or modification of this paragraph shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The Corporation shall indemnify any director or officer of the Corporation and may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Any amendment, repeal or modification of this paragraph shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

NINTH: Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred herein and by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation this 31 day of August, 2010

LENSX LASERS, INC.

By: 

Name: Elaine E. Whitbeck

Title: Senior VP, Chief Legal Officer, General
Counsel and Corporate Secretary