

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Schaerer Mayfield USA, Inc.		08/24/2012	CORPORATION: OHIO
<b>RECEIVING PARTY DATA</b>			
Name:	Schaerer Medical USA, Inc.		
Street Address:	675 Wilmer Ave.		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45226		
Entity Type:	CORPORATION: OHIO		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Registration Number:	3024148	SCHAERER MAYFIELD	
Registration Number:	0892534	CHICK	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	5132416234		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	513-241-2324		
Email:	sowens@whe-law.com		
Correspondent Name:	Sean K. Owens		
Address Line 1:	441 Vine Street		
Address Line 2:	2700 Carew Tower		
Address Line 4:	Cincinnati, OHIO 45202		
ATTORNEY DOCKET NUMBER:	OHM-184		
NAME OF SUBMITTER:	Sean K. Owens		
Signature:	/Sean K. Owens/		

OP \$65.00 3024148

Date:

09/25/2013

**Total Attachments: 6**

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DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/24/2012	201223601040	AMENDED/RESTATED ARTICLES (AMA)	\$0.00	.00		.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

THOMPSON HINE LLP  
 ATTN: CAROL R. RUSSELL  
 41 S. HIGH ST., #1700  
 COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

541401

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**SCHAERER MEDICAL USA, INC.**

and, that said business records show the filing and recording of:

Document(s):

**AMENDED/RESTATED ARTICLES**

Document No(s):

**201223601040**



United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of the  
 Secretary of State at Columbus,  
 Ohio this 20th day of August, A.D.  
 2012.

*Jon Husted*

Ohio Secretary of State



Form 540 Prescribed by:  
**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
www.OhioSecretaryofState.gov  
Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State  
Mail this form to one of the following:  
Regular Filing (non expedite)  
P.O. Box 1329  
Columbus, OH 43216  
Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1380  
Columbus, OH 43216

**Certificate of Amendment**  
**(For-Profit, Domestic Corporation)**  
**Filing Fee: \$50**

**Check appropriate box:**  
 Amendment to existing Articles of Incorporation (126-AMDS)  
 Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

**Complete the following information:**  
Name of Corporation:   
Charter Number:

RECEIVED  
SECRETARY OF STATE  
2012 AUG 2 PM 2:10  
CLIENT SERVICE CENTER

**Check one box below and provide information as required:**  
 The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.  
 The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70 (A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.  
The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B)   
(In this space insert the number 1 through 10 to provide basis for adoption.)  
 The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

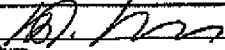
A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

**Required**

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

  
Signature

By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Hans Rudolf Sagesser, President  
Print Name

Signature

By (if applicable)

Print Name

**ATTACHMENT TO  
CERTIFICATE OF AMENDMENT  
OF  
SCHAERER MAYFIELD USA, INC.**

The following resolution with respect to the amendment of the Articles of Incorporation of Schaerer Mayfield USA, Inc., an Ohio corporation (the "Corporation") was approved and adopted by the sole shareholder in a writing signed by the sole shareholder, effective as of the 16th day of August, 2012, pursuant to Ohio Revised Code Section 1701.54:

WHEREAS, the Shareholder desires to change the name of the Corporation to Schaerer Medical USA, Inc. and to consolidate the Amended and Restated Articles of Incorporation and all subsequent amendments thereto by filing Amended and Restated Articles of Incorporation with the office of the Ohio Secretary of State.

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Articles of Incorporation attached hereto as Exhibit A, be, and hereby are, adopted to supersede and take the place of the existing Amended and Restated Articles of Incorporation, as amended, of the Corporation.

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**EXHIBIT A****AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SCHAERER MEDICAL USA, INC.**

**FIRST:** The name of the Corporation shall be Schaerer Medical USA, Inc.

**SECOND:** The place in Ohio where its principal office is to be located is the City of Cincinnati, Hamilton County.

**THIRD:** The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, Ohio Revised Code, and to do all other things as may be necessary and convenient to carry out the foregoing purpose.

**FOURTH:** The maximum number of shares which the Corporation is authorized to issue is Four Hundred Thousand (400,000), all of which shall be common shares, without par value, which shall be voting shares.

**FIFTH:** To the extent permitted by law, the Corporation may, from time to time, pursuant to authorization of the Board of Directors and without action by the shareholders, purchase or otherwise acquire shares of any class, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness, or other securities of the Corporation (or any other corporation) in such manner, upon such terms, and in such amounts as the Board of Directors may determine.

**SIXTH:** No transaction between the Corporation and any other corporation shall in any way be affected or invalidated by the fact that any director of the Corporation has an interest in such other corporation, including being a director or officer of such corporation, provided that the fact that the interest exists shall be disclosed or shall have been known to the to the Board of Directors, or a majority thereof; any director of the Corporation who has such an interest may be

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counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such transactions, and may vote thereat to authorize such transaction, with like force and effect as if he were not so interested.

SEVENTH: Any amendment hereto, including any that could be adopted by the Board of Directors of this Corporation, may be adopted at a meeting of shareholders held for such purpose by the affirmative vote of the holders of shares entitled under these Articles to exercise a majority of the voting power of this Corporation on such proposal.

EIGHTH: These Amended and Restated Articles of Incorporation shall supersede and take the place of the existing Amended and Restated Articles of Incorporation, as amended.

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