

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.

1. Name of conveying party(ies):
SMD Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Michigan
 Other:

Additional name(s) of conveying party(ies) attached? Yes
 No

2. Name and address of receiving party(ies):
Name: Howmedica Osteonics Corp.
Internal Address:
Street Address: 325 Corporate Drive

City: Mahwah
State: NJ Zip: 07430

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: New Jersey
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) Yes
 No

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: December 17, 2003

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):
78/185,542 76/399,154
76/100,882 78/186,568
76/152,152

Additional numbers attached? Yes No

B. Trademark Registration No.(s):
2,819,616 1,317,888
1,479,492 1,977,064
2,065,134 2,104,075

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lerner, David, Littenberg, Krumholz & Mentlik, LLP

Internal Address:
Street Address: 600 South Avenue West

City: Westfield State: NJ Zip: 07090

6. Total Number of applications and registrations involved: 51

7. Total fee (37 CFR 3.41) \$ 1,290.00

Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 12-1095
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:
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.

Kevin M. Kocun, Patent Agent August 2, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 11

CH \$1290.00 121095 78185542

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RECORDATION FORM COVER SHEET (continued)

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Additional Applications and/or Registration Numbers (4. Continued)

Additional Registration Nos.
(4B continued)

1,977,273
1,973,383
1,767,983
2,049,424
1,912,401
1,473,003
1,026,669
1,183,619
1,504,769
1,742,978
1,975,352
1,838,399
1,832,091
2,165,178
2,104,255
2,095,606
1,441,120
2,230,995
1,548,153
2,012,367
1,071,263
1,882,908
2,037,530
1,059,114
1,692,755
300,852
581,911
691,770
600,074
1,026,668
2,109,074
1,004,178
1,884,275
2,166,585
2,058,373
2,168,994
2,658,021
2,036,524
2,392,148
1,233,445

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OSTEONICS 9.0-062 United States
SPINE 9.0-027 United States
TRAUMA 9.0-051 United States

TRADEMARK
REEL: 002923 FRAME: 0341

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DEC 29 2003

UMC-3 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

State Treasurer

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to N.J.S.A. 17A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

- 1. Type of Filing (check one): Merger Consolidation
- 2. Name of Surviving Business Entity: **Howmedica Osteonics Corp.**
- 3. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Howmedica Osteonics Corp.	--- Jurisdiction	Identification # Assigned by
SMD Corporation	New Jersey	Treasurer (if applicable)
	Michigan	0100 051103

4. Date Merger/Consolidation adopted:
December 17, 2003

- 5. Voting: (all corporations involved; attach additional sheets if necessary) *
 - a Corp. Name **Howmedica Osteonics Corp.**

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Outstanding Shares _____

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)
 - b Corp. Name **SMD Corporation**

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Outstanding Shares _____

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)
 - c Corp. Name _____

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Outstanding Shares _____

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer)

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

~~The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 17A.~~

* The merger was approved by unanimous written consent, dated December 17, 2003, of the Board of Directors of Howmedica Osteonics Corp., the owner of all of the 1,000 issued and outstanding stock of SMD Corporation.

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Certificate of Merger/Consolidation
UMC-2
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7. Effective Date (see inst.): December 31, 2003

Signature	Name	Title	Date
<u>Howmedica Osteonics Corp.</u> <i>Dean H. Bergy</i>	<u>Dean H. Bergy</u>	<u>Vice President</u>	<u>12/29/03</u>
<u>SMP Corporation</u> <i>Dean H. Bergy</i>	<u>Dean H. Bergy</u>	<u>Vice President</u>	<u>12/29/03</u>

**Remember to attach: 1) the plan of merger or consolidation; and 2) (if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08623

PLAN OF MERGER, dated as of December 17, 2003, between Howmedica Osteonics Corp., a New Jersey corporation, and SMD Corporation, a Michigan corporation.

1. The names of the corporations planning to merge are Howmedica Osteonics Corp. and SMD Corporation.

2. SMD Corporation and Howmedica Osteonics Corp. shall, pursuant to the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation, to wit, Howmedica Osteonics Corp., which shall be the surviving corporation on 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 pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of SMD Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease on the effective date of the merger and the surviving corporation shall assume all of the liabilities and obligations of the non-surviving corporation in accordance with the provisions of the New Jersey Business Corporation Act.

3. There is only one class of shares of Howmedica Osteonics Corp., which is designated common stock, and the total number of shares outstanding is 82,000. There is only one class of shares of SMD Corporation, which is designated common stock, and the total number of shares outstanding is 1,000, all of which are owned by Howmedica Osteonics Corp.

4. The certificate of incorporation of the surviving corporation on the effective date of the merger 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 Jersey Business Corporation Act.

NY622674.1

5. The bylaws of the surviving corporation on the effective date of the merger shall be the bylaws of said surviving corporation and shall 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 Jersey Business Corporation Act.

6. The directors and officers of the surviving corporation on the effective date of the merger shall continue to 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 bylaws of the surviving corporation.

7. Each issued share of SMD Corporation shall, on the effective date of the merger, be canceled. The issued shares of Howmedica Osteonics Corp. shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

8. Upon approval of the Plan of Merger by the board of directors of Howmedica Osteonics Corp. in the manner prescribed by the provisions of the Business Corporation Act of the State of Michigan and the New Jersey Business Corporation Act, respectively, the non-surviving 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 States of Michigan and New Jersey and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving 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 that 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.

10. The effective date of the merger herein provided for shall be the close of business on December 31, 2003.

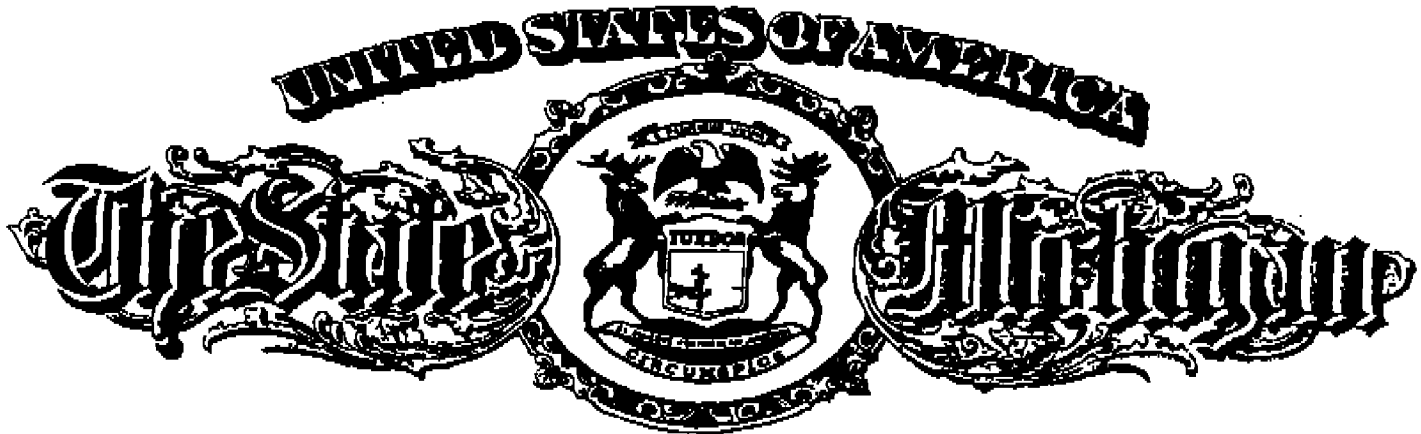
DATED as of the 17th day of December 2003.

HOWMEDICA OSTEONICS CORP.

By: Dean H. Berg
Name: Dean H. Berg
Title: Vice President

SMD CORPORATION

By: Dean H. Berg
Name: Dean H. Berg
Title: Vice President



Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 6th day of January, 2004

Andrew S. [Signature], Director

Bureau of Commercial Services

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REEL: 002923 FRAME: 0347

908JCO-001 (Rev. 04/01)

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES**

(FOR BUREAU USE ONLY)

FILED

JAN 06 2004

Administrator
BUREAU OF COMMERCIAL SERVICES

EFFECTIVE DATE:
Expiration date for new assumed names: December 31.
Expiration date for transferred assumed names appear in Item 6

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Date Received: DEC 29 2003

Name	CT Corporation System	6007271 SD
Address	30600 Telegraph Road, Suite 2345	
City	State	Zip Code
Bingham Farms	MI	48025

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

<u>SMD Corporation</u>	533716
<u>Howmedica Osteonics Corp.</u>	638244

b. The name of the surviving corporation and its identification number is:

<u>Howmedica Osteonics Corp.</u>	638244
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c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
<u>SMD Corporation</u>	<u>1,000 common shares</u>	<u>1,000 common shares</u>

GOLD SEAL APPEARS ONLY ON ORIGINAL

d. The manner and basis of converting the shares of each constituent corporation is as follows:

Each issued share of SMD Corporation shall, on the effective date of the merger, be cancelled. The issued shares of Howmedica Osteonics Corp. shall not be converted or exchanged in any manner, but each share that is issued at the effective date shall continue to represent one issued share of the surviving corporation.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

None

f. Other provisions with respect to the merger are as follows:

None

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2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)
~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

4. (Delete if not applicable)
~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~

5. (Complete only if an effective date is desired other than the date of filing)
The merger shall be effective on the 31st day of December, 2003

Signed this 23rd day of December, 2003

Howmedica Osteonics Corp.
(Name of parent corporation)

By 
(Signature of an authorized officer or agent)

Christopher F. Homrich, Treasurer
(Type or Print Name)

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RECORDED: 08/02/2004

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