

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paragon Intellectual Properties, LLC		10/31/2008	LIMITED LIABILITY COMPANY: WEST VIRGINIA

RECEIVING PARTY DATA

Name:	Nexeon MedSystems, Inc.
Street Address:	300 Capitol Street, Suite 1002
City:	Charleston
State/Country:	WEST VIRGINIA
Postal Code:	25329
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	77283235	KODIAK
Serial Number:	77254956	PROTEX
Serial Number:	77535710	NEXEON MEDSYSTEMS
Serial Number:	77385537	RIVIERA
Serial Number:	77137325	INVERSION POINT
Serial Number:	77417303	CITATION

CORRESPONDENCE DATA

Fax Number: (304)357-0919
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3043579924
 Email: monika.hussell@dinslaw.com
 Correspondent Name: Monika J. Hussell
 Address Line 1: 900 Lee Street, Suite 600

OP \$165.00 77283235

Address Line 4: Charleston, WEST VIRGINIA 25301

NAME OF SUBMITTER:

Monika J. Hussell

Signature:

/Monika J Hussell/

Date:

11/03/2008

Total Attachments: 7

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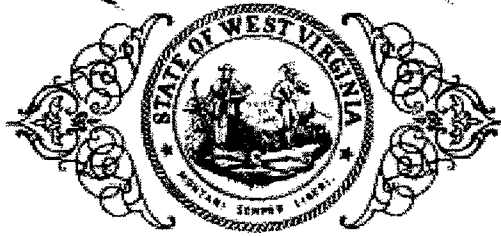
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State of West Virginia



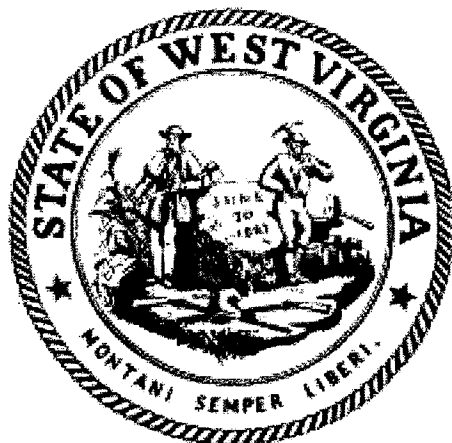
Certificate

I, Betty Ireland, Secretary of State of the State of West Virginia, hereby certify that

by the provisions of the West Virginia Code, Articles of Merger were received and filed,
MERGING PARAGON INTELLECTUAL PROPERTIES, LLC, A QUALIFIED WV ORGANIZATION, WITH AND INTO NEXEON
MEDSYSTEMS, INC., A QUALIFIED DE ORGANIZATION.

Therefore, I hereby issue this

CERTIFICATE OF MERGER



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
October 31, 2008*

Betty Ireland

Secretary of State

TRADEMARK
REEL: 003881 FRAME: 0447

Delaware

PAGE 1 FILED

The First State

OCT 31 2008

IN THE OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

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:

"PARAGON INTELLECTUAL PROPERTIES, LLC", A WEST VIRGINIA LIMITED LIABILITY COMPANY,

WITH AND INTO "NEXEON MEDSYSTEMS, INC." UNDER THE NAME OF "NEXEON MEDSYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2008, AT 3:54 O'CLOCK P.M.

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



4560033 8100M

081084390

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6944657

DATE: 10-31-08

TRADEMARK
REEL: 003881 FRAME: 0448

CERTIFICATE OF MERGER

OF

PARAGON INTELLECTUAL PROPERTIES, LLC

(a West Virginia limited liability company)

WITH AND INTO

NEXEON MEDSYSTEMS, INC.

(a Delaware corporation)

It is hereby certified that:

1. The constituent entities participating in the merger herein certified are:
 - (i) Nexeon MedSystems, Inc., which is incorporated under the laws of the State of Delaware; and
 - (ii) Paragon Intellectual Properties, LLC, which is organized under the laws of the State of West Virginia.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of subsection (c) of Section 264 of the General Corporation Law of the State of Delaware (the "DGCL").
3. The name of the surviving corporation in the merger herein certified is Nexeon MedSystems, Inc., which will continue its existence as said surviving corporation under its present name, Nexeon MedSystems, Inc., upon the effective date of said merger, pursuant to the provisions of the DGCL.
4. The certificate of incorporation of Nexeon MedSystems, Inc., as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the DGCL.
5. The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the surviving corporation, the address of which is as follows: 300 Capitol Street, Suite 1002, Charleston, West Virginia, 25329.
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder or member, as the case may be, of the aforesaid constituent entities.
7. The Agreement and Plan of Merger between the aforesaid constituent entities provides that the merger herein certified shall be effective upon filing with the Secretary of State of the State of Delaware this Certificate of Merger.

IN WITNESS WHEREOF, Nexeon MedSystems, Inc. has caused this Certificate to be executed by its duly authorized officer this 31st day of October, 2008.

NEXEON MEDSYSTEMS, INC.

By: /s/ Gardiner Smith
Name: Gardiner Smith
Title: President

**ARTICLES OF MERGER
OF
PARAGON INTELLECTUAL PROPERTIES, LLC
INTO
NEXEON MEDSYSTEMS, INC.**

Pursuant to Section 31B-9-905 of the West Virginia Limited Liability Company Act:

FIRST: The names and jurisdictions of formation of the entities that are party to the merger are Paragon Intellectual Properties, LLC, a West Virginia limited liability company (the "Non-Surviving Company") and Nexeon MedSystems, Inc., a Delaware corporation (the "Surviving Company").

SECOND: The filing date of the Articles of Organization of the Non-Surviving Company is April 5, 2004.

THIRD: The Agreement and Plan of Merger has been approved and executed by each of the Non-Surviving Company and the Surviving Company.

FOURTH: The name of the surviving entity is Nexeon MedSystems, Inc. and the address thereof is 300 Capitol Street, Suite 1002, Charleston, West Virginia 25329-2629.

FIFTH: The effective date of the merger is October 31, 2008.

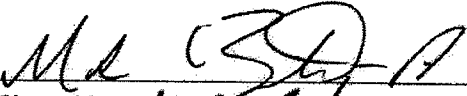
SIXTH: The Surviving Company agrees that it may be served with process in this state and that it is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in this state which is to merge, and for the enforcement as provided in Chapter 31B of the West Virginia Uniform Limited Liability Company Act, as the right of members of any limited liability company to receive payment for their interest in the Surviving Company.

[Signatures appear on following page]

IN WITNESS WHEREOF, the Surviving Company and the Non-Surviving Company have caused these Articles of Merger to be signed by an authorized person this 30th day of October, 2008.

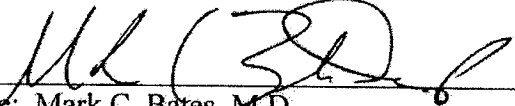
SURVIVING COMPANY:

NEXEON MEDSYSTEMS, INC., a Delaware corporation

By: 
Name: Mark C. Bates
Title: CEO

NON-SURVIVING COMPANY:

PARAGON INTELLECTUAL PROPERTIES, LLC, a West Virginia limited liability company

By: 
Name: Mark C. Bates, M.D.
Title: Manager

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXEON MEDSYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEXEON MEDSYSTEMS, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2008.

4560033 8300
081072670



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6936421

DATE: 10-28-08

RECORDED: 11/03/2008

TRADEMARK
REEL: 003881 FRAME: 0453