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10-08-1998

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To the Honorable Commissioner
of Patent and Trademarks:

100794222

Please record the attached original documents or copy thereof.

| | |
|---|--|
| <p>1. Name of conveying party(ies):</p> <p>ETHICON, INC. (OLD COMPANY)</p> <p>Additional name(s) of conveying party(ies) attached?</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies):</p> <p>Name ETHICON, INC</p> <p>Street Address ONE JOHNSON & JOHNSON PLAZA</p> <p>City: NEW BRUNSWICK</p> <p>State: NEW JERSEY Zip: 08903</p> <p>Additional name(s) & address(es) attached?</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: Certified copy of Merger attached (6 pp last page double-sided) with effect from December 29, 1997</p> | |
| <p>4. Application number(s) or patent number(s):</p> <p>SEE SCHEDULE A ATTACHED HERETO</p> <p>If this document is being filed together with a new application, the execution date of the application is: N/A</p> <p>A. Patent Application No(s) B. Patent No(s)</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> | |
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Audley A. Ciamporecero, Jr., Esq. Chief Patent Counsel Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933-7003</p> | <p>6. Total number of applications & patents involved: 10</p> <p>7. Total fee (37 CFR 3.41) \$400.00</p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Deposit Account Number: 10-0750/MSG/ETHUS (Attach duplicate copy of this page if paying by Deposit Account)</p> |
| <p>9. Statement and signature</p> <p><i>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.</i></p> <p>MATTHEW S. GOODWIN</p> <p>REG. NO. 32,839</p> <p>Name of Person Signing Signature Date: 1/28/98</p> <p>Total number of pages including cover sheet, attachments, and document: 9</p> | |

(Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent and Trademarks
Box Assignments, Washington D.C. 20231

PATENT

REEL: 9336 FRAME: 0848

SCHEDULE A
CASES FILED IN THE NAME OF ETHICON, INC. (OLD COMPANY)
TO BE RECORDED IN THE NAME OF ETHICON, INC. (NEW COMPANY)

| DOCKET NO. | SERIAL NO. | FILED |
|------------|------------|------------|
| | | |
| ETH1078 | 08/982055 | 12/01/1997 |
| ETH1098 | 08/857662 | 05/16/1997 |
| ETH1148 | 08/946478 | 10/07/1997 |
| ETH1229 | 08/885571 | 06/30/1997 |
| ETH1236 | 08/888185 | 07/03/1997 |
| ETH1248 | 08/944792 | 10/06/1997 |
| ETH1256 | 08/937655 | 09/24/1997 |
| ETH1265 | 08/964733 | 11/05/1997 |
| ETH1269 | 08/971180 | 11/17/1997 |
| MIT0116 | 08/946468 | 10/07/1997 |

MRG **FILED**
DEC 22 1997

CERTIFICATE OF MERGER

OF

LONNA R. HOOKS
Secretary of State

ETHICON, INC. *01006-8793*

MENLO CARE, INC. AND *NJ*

MITEK SURGICAL PRODUCTS, INC. *01006-8793*

INTO

JOHNSON & JOHNSON MEDICAL, INC. *01006-8793*

To: The Secretary of State

State of New Jersey

Pursuant to the provisions of Section 14A: 10-7 Corporations , General, of the New Jersey Statutes, the undersigned corporations hereby execute the following Certificate of Merger.

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

Name of Corporation

State of Incorporation

ETHICON, INC.

NEW JERSEY

MENLO CARE, INC.

CALIFORNIA

MITEK SURGICAL PRODUCTS, INC.

DELAWARE

JOHNSON & JOHNSON MEDICAL, INC.

NEW JERSEY

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PATENT

REEL: 9336 FRAME: 0850

ARTICLE TWO

The laws of California and Delaware, respectively, the states under which such foreign corporations are organized, permit such merger and that the applicable provisions of the laws of said jurisdiction under which such foreign corporations were organized have been, or upon compliance with filing and recording requirements will have been, complied with.

ARTICLE THREE

The name of the surviving corporation is JOHNSON & JOHNSON MEDICAL, INC. which shall hereinwith be changed to ETHICON, INC., and it shall be governed by the laws of the State of New Jersey.

The total authorized capital stock of the surviving corporation shall be 100 shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class as follows:

| Class | Series | Number of Shares | Par Value Per Share or statement that shares are without par value |
|--------|--------|------------------|--|
| Common | None | 100 | No Par Value |

The address of the surviving corporation's registered office is One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933 and the name of the registered agent at such address is Peter S. Galloway.

ARTICLE FOUR

The plan of merger attached hereto and incorporated herein by this reference was approved by the shareholders of the undersigned domestic corporations in the manner prescribed by the New Jersey Business Corporation Act, and was approved by the undersigned foreign corporations in the manner prescribed by the laws of the States under which they are respectively organized.

ARTICLE FIVE

As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote thereon, and if the shares of any class or series are entitled to vote thereon as a class, the designation and number of shares of each such class or series, is as follows:

| Name of Corporation | Total Number of Shares Entitled To Vote | Designation of Class or Series Entitled To Vote as a Class (if any) | Number of Shares of Such Class or Series (if any) |
|-------------------------------|---|---|---|
| Ethicon, Inc. | 1 | Common Stock \$1.00 par value | 1 |
| Mento Care, Inc. | 100 | Common Stock \$1.00 par value | 100 |
| Mitek Surgical Products, Inc. | 100 | Common Stock \$1.00 par value | 100 |

ARTICLE SIX

As to each corporation whose shareholders are entitled to vote, the number of shares that voted for and against the merger respectively, and the number of shares of any class or series entitled to vote as a class that voted for and against the merger are:

| Name of Corporation | Total Shares Voted For | Total Shares Voted Against |
|-------------------------------|---------------------------|-------------------------------|
| Ethicon, Inc. | 1 | 0 |
| Mento Care, Inc. | 100 | 0 |
| Mitek Surgical Products, Inc. | 100 | 0 |

ARTICLE SEVEN

The plan of merger was approved by the board of directors of JOHNSON & JOHNSON MEDICAL, INC. and that no vote of the shareholders of the surviving corporation was required because of the applicability of the provisions of Section 14A:10-3 (4), Title 14A, Revised Statutes of New Jersey.

ARTICLE EIGHT

The effective date of this Certificate and the merger shall be December 29, 1997.

IN WITNESS WHEREOF each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its Vice-President as of the 18th day of December, 1997.

ETHICON, INC.

By: P.P.C. [Signature]
Name:
Title: Vice-President

MENLO CARE, INC.

By: Robert L. Zoccaro
Name:
Title: Vice-President

MITEK SURGICAL PRODUCTS, INC.

By: [Signature]
Name: PETER S. GARDNER
Title: Vice-President

JOHNSON & JOHNSON MEDICAL, INC.

By: [Signature]
Name: JAMES J. BERGIN
Title: Vice-President

PLAN OF MERGER

1. ETHICON, INC., a New Jersey corporation, MENLO CARE, INC., a California corporation, and MITEK SURGICAL PRODUCTS, INC., a Delaware corporation, shall merge with and into JOHNSON & JOHNSON MEDICAL, INC., a New Jersey corporation, which shall be the surviving corporation
2. The by-laws of JOHNSON & JOHNSON MEDICAL, INC. shall remain and be the by-laws of the corporation which shall survive the merger until the same shall be altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of New Jersey, or by this Certificate.
3. The Certificate of Incorporation of JOHNSON & JOHNSON MEDICAL, INC., a New Jersey corporation, which is the surviving corporation, shall remain and be the Certificate of Incorporation of the surviving corporation, except that ARTICLE FIRST shall be amended to read as follows:

"FIRST: The name of the corporation is
ETHICON, INC."
4. The first annual meeting of the shareholders of the corporation which shall survive the merger, to be held after the effective date of the merger, shall be the annual meeting provided, or to be provided by the by-laws of the said corporation, for the year 1998.
5. All persons who at the date when the Certificate of Merger shall become effective shall be the executive or administrative officers of JOHNSON & JOHNSON MEDICAL, INC. shall be and remain like officers of the corporation which shall survive the merger, until the board of directors of such corporation shall elect their respective successors.
6. The constituent domestic corporations party to this merger, shall comply with the applicable laws of New Jersey in order to effectuate this merger including the filing of any Certificate of Merger under such laws
7. The constituent foreign corporations party to this merger, shall comply with the applicable laws of the state of their incorporation in order to effectuate this merger including the filing of any Certificate of Merger under such laws.
8. A meeting of the board of directors of the corporation which shall survive this merger shall be held as soon as practicable after the date on which this merger shall become effective and may be called in the manner provided in the by-laws of the corporation which shall survive the merger for the calling of special meeting of the board of directors and may be held at the time and place specified in the notice of the meeting.
9. The corporation which shall survive the merger shall pay all expenses of carrying this agreement into effect and of accomplishing this merger.

10. When the merger shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations parties to this merger, whether of a public or a private nature, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever account, as well for stock subscriptions as all other things in action or belonging to either of the said corporations shall be vested in the corporation which shall survive this merger; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the corporation which shall survive this merger as they were of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon all property of each of the corporations parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the said merger, and all debts, liabilities and duties of each constituent corporation to this merger shall thenceforth attach to the corporation which shall survive this merger and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

11. If at any time the corporation which shall survive the merger shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the said corporation, according to the terms hereof, the title to any property or rights of any constituent corporation to this merger, the proper officers and directors of said constituent corporation shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest title in such property or rights in the corporation which shall survive the merger and otherwise to carry out the purposes of this Certificate of Merger.

12. All the issued and outstanding shares of ETHICON, INC., MENLO CARE, INC., MITEK SURGICAL PRODUCTS, INC. and JOHNSON & JOHNSON MEDICAL, INC. are owned at the effective time of the merger by ETHICON ENDO-SURGERY, INC., an Ohio corporation. At the effective time of the merger, all the issued and outstanding shares of ETHICON, INC., MENLO CARE, INC., AND MITEK SURGICAL PRODUCTS, INC. shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.

13. This merger shall become effective on December 29, 1997.

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