

RECORDATION FORM COVER SHEET
09-29-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commr



100840581

1998 SEP 24 11:47
Record the attached original document or copy thereof.

OPR/FINANCE

1. Name of conveying party(ies).

AcroMed Corporation

Name and address of receiving party(ies)

Name: DePuy Motech AcroMed, Inc.

Internal Address:

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

3. Nature of conveyance:

☐ Assignment

☐ Merger

☐ Security Agreement

☒ Change of Name

☐ Other

Street Address: 3303 Carnegie Avenue

City: Cleveland State: Ohio ZIP: 44115

Execution Date: June 3, 1998

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

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No(s) 08/962,578
Filed 10/31/97

B. Patent No(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: BARNES & THORNBURG

Internal Address:

Street Address:

11 South Meridian Street

City: Indianapolis State: IN ZIP: 46204

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

(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.

William R. Coffey

Name of Person Signing

William R. Coffey
Signature

9/15/98
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

09/28/1998 TTOM11 00000281 08962578

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40.00 DP

PATENT
REEL: 9475 FRAME: 0016

DATE DOCUMENT NO DESCRIPTION
1. 6/9/1998 199816000145 MER MERGER/DOMESTIC

	FILING	EXPED	PENALTY	CERT	CO.
	50.00	10.00	0.00	0.00	0.00
TOTAL	50.00	10.00	0.00	0.00	0.00

Return To:
C T CORP.
ATTN A WEBSTER
17 S HIGH ST
COLUMBUS, OH 43215-0000

—cut along the dotted line—



The State of Ohio
❖ *Certificate* ❖

Secretary of State - Bob Taft

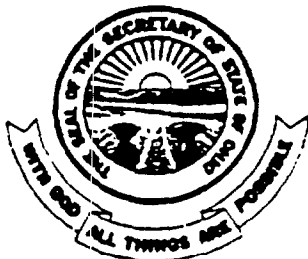
614043

It is hereby certified that the Secretary of State of Ohio has custody of the business records for DEPUY MOTECH ACROMED, INC. and that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
199816000145

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 5th day of
June, A.D. 1998

Bob Taft

Bob Taft
Secretary of State

PATENT
REEL: 9475 FRAME: 0017



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved _____
Date _____
Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

AcroMed Corporation

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: DePuy Motech AcroMed, Inc.

only if the name of surviving entity is changing through the merger

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number _____

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JUN 05 1998

BOB TAFT
SECRETARY OF STATE

PATENT
REEL: 9475 FRAME: 0018

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration numbers)*

Name	State/ Country of Organization	Type of Entity
<u>DePuy Motech, Inc.</u>	<u>Indiana</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>DePuy Orthopaedics, Inc.</u>	<u>ATTN: President</u>
	<u>700 Orthopaedic Drive</u>
	<u>(street and number)</u>
	<u>Warsaw, Indiana 46581-0988</u>
	<u>(city, village or township) (state) (zip code)</u>

IV. Effective Date of Merger

This merger is to be effective:

On _____ *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

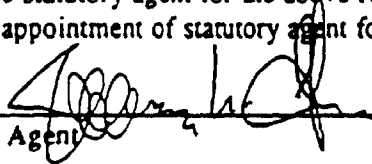
The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>CT Corporation System</u>	<u>1300 East 9th Street</u> <small>(complete street address)</small>
	<u>Cleveland, Ohio 44114</u> <small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.



Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, ~~articles of organization or certificate of limited partnership~~ (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name)

(street and number)

_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____

- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
_____ month day year
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Acromed Corporation
exact name of entity

By: [Signature]
Its: President

Date: 6/3/98

DePuy Motech, Inc.
exact name of entity

By: W. E. Fickling
Its: President

Date: 6/3/98

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

exact name of entity

By: _____
Its: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signatures)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEPUY MOTECH ACROMED, INC.
(f/k/a AcroMed Corporation)**

FIRST: The name of the Corporation is "DePuy Motech AcroMed, Inc."

SECOND: The place in Ohio where the principal office of the Corporation shall be located is 3303 Carnegie Avenue, Cleveland, Cuyahoga County, Ohio 44115.

THIRD: The purposes for which, and for any of which, the Corporation is formed are as follows:

- (1) In general, to carry on any lawful business whatsoever in connection with the business of the Corporation or which is calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the value of its properties; to engage in any lawful act or activity for which corporations may be formed under the Ohio General Corporation Law (as amended from time to time, the "Act"); and to have and exercise all rights, powers and privileges which are now or may hereafter be conferred upon corporations by the Act.

The Corporation reserves the right at any time and from time to time to change substantially its purposes in any manner now or hereafter permitted by the Act. Any change to the purposes of the Corporation authorized or approved by the holders of shares entitled to exercise the proportion of the voting power of the Corporation now or hereafter required by the Act for such authorization or approval shall be binding and conclusive upon every shareholder of the Corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

FOURTH: The number of shares of Capital Stock which the Corporation is authorized to have outstanding is One Thousand (1,000) shares of Common Stock, without par value.

FIFTH: Notwithstanding any provision of the Act now or hereafter in force otherwise requiring for any purpose the vote, consent, waiver or release of the holders of shares entitling them to exercise two-thirds, or any other proportion, of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by the Act or by these Articles of Incorporation, may be taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

SIXTH: No holder of any class of shares of the Corporation shall have any preemptive or preferential right to subscribe to or purchase any shares of any class of stock of the Corporation, whether now or hereafter authorized and whether unissued or in the treasury, or any obligations convertible into shares of any class of stock of the Corporation, at any time issued or sold, or any right to subscribe to or purchase any thereof.

SEVENTH: The Corporation may, from time to time, pursuant to authorization by its Directors and without action by the shareholders, purchase or otherwise acquire shares of the Corporation of any class or classes in such manner, upon such terms and in such amounts as the Directors shall determine, to the extent permitted by law; subject, however, to such limitation or restriction, if any, as may be imposed by the terms or provisions of any class of shares or other securities of the Corporation outstanding at the time of the purchase or acquisition in question.

EIGHTH: A Director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise, nor shall any transaction, contract or other act of the Corporation be void or voidable or in any way affected or invalidated by reason of the fact that any Director or officer, or any firm in which such Director or officer is a member, or any corporation of which such Director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or other act, provided the fact that such Director, officer, firm or corporation is so interested shall be disclosed to or shall be known by the Board of Directors who shall act upon any such transaction, contract or other act; and any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize or take action in respect of any such transaction, contract or other act, and may vote thereat to authorize, ratify or approve any such transaction, contract or other act with like force and effect as if he or any firm of which he is a member or any corporation of which he is a shareholder, director or officer were not interested in such transaction, contract or other act.

NINTH: Any and every statute of the State of Ohio hereafter enacted, whereby the rights, powers or privileges of corporations or of the shareholders of corporations organized under the laws of the State of Ohio are increased or diminished or in any way affected, or whereby effect is given to the action taken by any number, less than all, of the shareholders of any such corporation, shall apply to the Corporation and shall be binding not only upon the Corporation but upon every shareholder of the Corporation to the same extent as if such statute had been in force at the time of the filing of these Articles of Incorporation in the office of the Secretary of State of Ohio.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, or in any amendment hereto, or to add any provision contained in these Articles, or in any amendment hereto, or to add any provision to these Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or by any other applicable laws; and all rights conferred upon the Shareholders in these Articles or any amendment hereto are granted subject to this reservation. No Shareholder has a vested property right resulting from any provision in these Articles, or authorized to be in the Code of Regulations by the Act or

these Articles, including without limitation provisions relating to management, control, capital structure, dividend entitlement, or purpose or duration of the Corporation.

These Amended and Restated Articles of Incorporation supersede the Corporation's existing Amended and Restated Articles of Incorporation.

INDS01 REC 262156