et No.: BASS4 06-17-1999 FORM PTO-1595 (Modified) U.S. DEPARTMENT OF COMMERCE RECC (Rev. 6-93) Patent and Trademark Office OMB No. 0651-0011 (exp.4/94) Copyright 1994-97 LegalStar POS/REVO2 101067489 Tab settings -To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. Name of conveying party(ies): 2. Name and address of receiving party(ies): Smith & Nephew DonJoy, Inc. Name: Smith & Nephew, Inc. Internal Address: ☐ Yes 🗵 No Additional names(s) of conveying party(ies) 3. Nature of conveyance: Street Address: 1450 Brooks Road ☐ Assignment Merger Security Agreement ☐ Change of Name City: Memphis State: TN ZIP: 38116 Other \_\_ Execution Date: November 26, 1996 4. Application number(s) or registration numbers(s): If this document is being filed together with a new application, the execution date of the application is: B. Patent No.(s) A. Patent Application No.(s) 08/470201 Additional numbers attached? X Yes No 5. Name and address of party to whom correspondence 6. Total number of applications and patents involved: concerning document should be mailed: Name: Joel Petrow 7. Total fee (37 CFR 3.41):....\$ 1,280,00 Internal Address: Smith & Nephew, Inc. Enclosed - Any excess or insufficiency should be credited or debited to deposit account Authorized to be charged to deposit account Street Address: 1450 Brooks Road 8. Deposit account number: 19-2563

01 FC:581 1280.00 CH

State: TN

9. Statement and signature.

City: Memphis

\_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.

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

DO NOT USE THIS SPACE

Earl Douglas (Reg. Number 31, 723)

06/16/1999 DNGUYEN 00000311 192563 4493316

Name of Person Signing

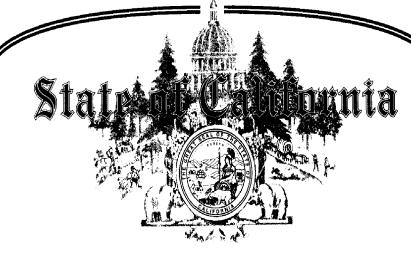
June 9, 1999

**PATENT** 

Conveying Party: Smith & Nephew DonJoy, Inc. Receiving Party: Smith & Nephew, Inc.

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Athletic Knee Protector with Bowed Leaf Spring	
Knee Protector	
Method of Determining Stress Effects in Components	4,850,877
Ankle Orthosis	, ,
Leg Measuring Device	
Leg Measuring Device	
Multiple Fixed Angle Orthopaedic Appliance	5,176,623
Orthopaedic Ankle Brace	
Brace with Adjustable Pivot Range	5,292,303
Orthopaedic Brace Having Pneumatic Pads	5,316,547
Orthopaedic Ankle Brace Method	5,330,419
Humeral Fracture Brace	5,383,844
Hinged Orthopedic Brace Having Compliant Support	
Components	5,383,845
Splint Assembly Kit	5,385,534
Fully Adjustable Shoulder Brace	5,407,420
Detent Mechanism For Orthopaedic Brace	5,409,449
Orthopedic Brace Having a System of Alternately Inflatable or	
Deflatable Pneumatic Pads for Adjustable Fitting of the	
Brace to the Body	5,415,625
Orthopaedic Polycentric Hinge	5,443,444
Method for Prefitting an Orthotic Member to the Body	5,454,383
Splint for a Joint of the Body Having an Adjustable	
Flexion Angle	5,456,659
Osteoarthritic Knee Brace	5,458,565
Ankle Brace	5,501,659
Orthopedic Bracing Having a Pneumatic Pad and Associated Pump	5,520,622
Orthopaedic Knee Brace and Associated Knee Condyle Pad	
Orthopedic Brace Having a System of Alternately Inflatable or	
Deflatable Pneumatic Pads for Adjustable Fitting of the	
Brace to the Body	5,542,911
Method for Manufacturing Composite Pads	
Angular Compensation Device for a Joint Brace	
Knee Brace having an Inflatable Pad Circumscribing the Patella	
Knee Brace Shell	





# **SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of \_\_\_\_\_ page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

SEAL OF THE PROPERTY OF THE PR

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 1 7 1999

Secretary of State

Sec/State Form CE-108 (rev. 6/98)

OSP 99 18276

C1130558 (cid)

D531630

FILED
In the office of the Secretary of State
of the State of Colifornia

NOV 3 0 1996

BILL HOMES, Suppliery of State

CERTIFICATE OF OWNERSHIP AND MERGER MERGING
SMITH & NEPHEW RICHARDS, INC..
2 Delaware corporation,

SMITH & NEPHEW ENDOSCOPY, INC., a Massachusetts corporation.

SMITH & NEPHEW DGNJOY, INC.,

a California corporation.

SMITH & NEPPEW ROLYAN, INC.,

a Wisconsin corporation,

SMITH & NEPHEW UNITED, INC.,

a Delaware corporation,

ACUFEX MICROSURGICAL, INC.,

a Massachusetts corporation.

AND

SMITH & NEPHEW CASTING, INC.,

a Delaware corporation.

INTO

SMITH & NEPHEW, INC.,

a Delaware corporation

We Fo oth will the	: Residuation	W. Jand Bon	Parish
the Aci South of SMI	TH & NEPHEW, IN	C , DO HEREBY	CERTIFY

FIRST. That we are the reason of this corporation.

SECOND: That this corporation was incorporated on the 6th day of November 1975, and is existing pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state (including a merge: in the manner provided by Section 1110 of the California Corporations Code)

THIRD: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW RICHARDS, INC. ("Rienards"), a corporation incorporated on the 10th day of April, 1968, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

FOURTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW ENDOSCOPY, INC. ("Endoscopy"), a corporation incorporated on the

**PATENT** 

REEL: 010018 FRAME: 0881

11th day of May, 1964, pursuant to the Business Corporation Law of the State of Massachusetts, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

FIFTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW DONJOY, INC. ("DonJoy"), a corporation incorporated on the 28th day of December, 1982, pursuant to the Corporations Code of the State of California.

SEXTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW ROLY, IN, INC. ("Rolyan"), a corporation incorporated on the 30th day of January, 1967, pursuant to the Business Corporation Law of the State of Wisconsin, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

SEVENTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW UNITED, INC. ("United"), a corporation incorporated on the 14th day of April, 1986, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code

EIGHTf: That this corporation owns all of the outstanding shares of the stock of ACUFEX MICROSURGICAL, INC. ("Acufex"), a corporation incorporated on the 13th day of November, 1985, pursuant to the Business Corporation Law of the State of Massachusetts, the provisions of which permit a murger in the manner provided by Section 1110 of the California Corporations Code.

NINTH: That this corporation owns all of the outstanding shares of the stock of SMITH & NEPHEW CASTING, INC ("Casting"), a corporation incorporated on the 5th day of June, 1996, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.

TENTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous consert of its members, filed with the minutes of the Board on the Directors of November, 1996, pursuant to Sections 141(f) and 253 of the General Corporation Law of the State of Delaware, as amended, determined to and, effective as of November 30, 1996, did merge into itself said Richards, Endoscopy, DonJoy, Kolyan, United, Acufex and Casting, and assumed all of their obligations.

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, \$100 par value per share, of Smith & Nephew Richards, Inc., a Delaware corporation ("Richards Common Stock"), and such Richards Common Stock is the only issued and outstanding class of stock of Smith & Nephew Richards, Inc. ( Richards").

PATENT

REEL: 010018 FRAME: 0882

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, \$1.00 par value per share, of Smith & Nephew Endoscopy, Inc., a Massachusetts corporation ("Endoscopy Common Stock"), and such Endoscopy Common Stock is the only issued and outstanding class of stock of Smith & Nephew Endoscopy, Inc. ("Endoscopy");

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, without par value, of Smith & Nephew DonJoy, Inc. a California corporation ("DonJoy Common Stock"), and such DonJoy Common Stock is the only issued and outstanding class of stock of Smith & Nephew DonJoy, Inc. ("DonJoy"):

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, \$0.10 par value per share, of Smith & Nephew Rolyan. Inc., a Wisconsin corporation ("Rolyan Common Stock"), and such Rolyan Common Stock is the only issued and outstanding class of stock of Smith & Nephew Rolyan, Inc. ("Rolyan").

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock. \$100 par value per share of Smith & Nephew United, Inc., a Delaware corporation ("United Common Stock"), and such United Common Stock is the only respect and outstanding class of stock of Smith & Nephew United, Inc. ("United").

WHEREAS the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock. \$1.00 par value per share, of Acufex Microsurgical, Inc., a Massachusetts corporation ("Acufex Common Stock"), and such Acufex Common Stock is the only usued and outstanding class of stock of Acufex Microsurgical, Inc. ("Acufex").

WHEREAS, the Corporation is the legal and beneficial owner of all of the outstanding shares of Common Stock, without pur value, of Smith & Nephew Casting, Inc., a Delaware corporation ("Casting Common Stock"), and such Casting Common Stock is the only issued and cutstanding class of stock of Smith & Nephew Casting, Inc. ("Casting"), and

WHEREAS, this Board of Directors has reviewed the Plan of Merger attached to these minutes and determined that the merger of Richards, Endoscopy Dev Joy, Rolyan, United. Actuex and Casting (collectively, the 'Named Subsidiaries') into the Corporate mand the other transactions contemplated by the Plan of Merger are in the best interests of the Corporation.

NGW, THEREFORE, BE IT RESOLVED, that this Board of Directors hereby approves and adopts the Plan of Merger, including all attachments thereto, pursuant to (i) Section 253 of the General Corporation Law of the State of Delaware, (ii) Section 82 of the Business Corporation Law of the State of Massachusetts, (iii) Section 1110 of the California Corporations Code and (iv) Section 180.1104 of the Business Corporation Law of the State of Wisconsin.

[THE EXHIBITS TO THE PLAN OF MERGER HAVE BEEN INTENTIONALLY OMITTED FROM THIS CERTIFICATE!

FURTHER RESOLVED, that, effective as provided in the immediately succeeding resolution, the Corporation shall merge into itself the Named Subsidiaries and assume all of their obligations

FURTHER RESOLVED, that this Board of Directors hereby approves the merger of the Named Subsidiaries with and into the Corporation in accordance with the Plan of Merger, effective as of November 30, 1996, or such other date as shall be determined by the officers of the Corporation

FURTHER RESOLVED, that the President or any other officer of the Corporation be and each hereby is authorized to make and execute (i) a Certificate of Ownership and Merger in the form attached as Exhibit E to the Plan of Merger and to cause the same to be filed with the Secretary of State of each of the States of Delaware and California, and (ii) Articles of Merger in the form attached as Exhibit G to the Plan of Merger and to cause the same to be filed with the Secretary of State of the State of Wisconsin, and to do all acts and things whatsoever, whether within or without the State of Delaware and the State of California, which may be in any way necessary or desirable to effect said merger and all other transactions contemplated by the Plan of Merger.

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be and each hereby is authorized to make and execute Articles of Merger in the form attached as Exhibit E to the Plan of Merger and to cause the same to be filed with the Secretary of State of the State of Massachusetts, and to do all acts and things whatsoever whether within or without the State of Delaware, which may be in any way necessary or desirable to effect said merger and all other transactions contemplated by the Plan of Merger.

FURTHER RESOLVED, that the Corporation, as the sole shareholder of each of the above-named subsidiaries, waives the mailing requirement imposed by Section 180.1104 of the Business Corporation Law of the State of Wisconsin

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FURTHER RESOLVED, that the officers of the Corporation and each of them, be, and they hereby are, authorized and directed to execute and deliver all certificates and other instruments and to do or cause to be done any and all acts and things as may be necessary or desirable to carry out the purposes of the foregoing resolutions.

ELEVENTH This Certificate shall be effective as of November 30, 1996.

Each of the undersigned declares under penalty of panury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Month's on this 2014 day of November, 1996.

SMITH & NEPHEW, INC.

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## FLAN OF MERGER OF SMITH & NEPHEW, INC.

#### Recitals

Smith & Nephew (Europe) b.v., a company established under the laws of The Netherlands ("Europe"), owns all of the issued and outstanding shares of capital stock of Smith & Nephew, Inc., a Delaware corporation, formerly known as Smith & Nephew Consolidated, Inc. ("S&N"). S&N owns all of the issued and outstanding shares of capital stock of (i) Smith & Nephew Richards, Inc., a Delaware corporation ("Richards"), (ii) Smith & Nephew Endoscopy, Inc., a Massachusetts corporation ("Endoscopy"), (iii) Smith & Nephew DonJoy, Inc., a California corporation ("DonJoy"), (iv) Smith & Nephew Rolyan, Inc., a Wisconsin corporation ("Rolyan"), (v) Smith & Nephew United, Inc., a Delaware corporation ("United"), (vi) Acufex Microsurgical, Inc., a Massachusetts corporation ("Acufex") and (vii) Smith  $\delta$ : Nephew Casting, Inc., a Delaware corporation ("Casting"). Richards owns all of the issued and ourstanding shares of capital stock of Med-Com Advertising Group, Inc., a Tennessee corporation ("Med-Com"). Endoscopy owns all of the issued and outstanding shares of capital stock of Cecorp, Inc., an Oklahoma corporation ("Cecorp"). The Boards of Directors of S&N, Richards, Endoscopy and Med-Com have determined it to be in the best interests of each of said corporations to merge the corporations identified above into a single operating company. As a result, Med-Com shall be merged into Richards, Cecorp shall be merged into Endoscopy, and Richards, Endoscopy, DonJoy, Rolyan, United, Acufex and Casting shall be merged into S&N pursuant to the plan of merger set forth herein. Europe shall remain the direct and sole owner of all of the issued and outstanding capital stock of S&N, the ultimate surviving corporation.

#### Plan

The plan of merger is as follows, with each step to be taken in the order set forth below, and with each component merger to be effective as of November 30, 1996 (the "Effective Date"):

1. Merger of Med-Com into Richards. Med-Com shall be merged into Richards pursuant to a Certificate of Ownership and Merger in the form attached hereto as Exhibit A and Articles of Merger in the form attached hereto as Exhibit B, whereby Richards shall be the surviving corporation. The shares of Med-Com held by Richards shall not be converted into shares of the surviving corporation but shall be canceled and the shares of Richards held by S&N shall be converted into shares of the surviving corporation. The Certificate of Incorporation, By-Laws, officers and directors of Richards as of the Effective Date shall be the Certificate of Incorporation, By-Laws, officers and directors of the surviving corporation.

- 2. Merger of Cecorp into Endoscopy. Cecorp shall be merged into Endoscopy pursuant to Articles of Merger in the form attached hereto as Exhibit C and a Certificate of Ownership and Merger in the form attached hereto as Exhibit D, whereby Endoscopy shall be the surviving corporation. The shares of Cecorp held by Endoscopy shall not be converted into shares of the surviving corporation but shall be canceled and the shares of Endoscopy held by S&N shall be converted into shares of the surviving corporation. The Articles of Organization, By-Laws, officers and directors of Endoscopy as of the Effective Date shall be the Articles of Organization, By-Laws, officers and directors of the surviving corporation.
  - 3. Merger of Richards, Endoscopy, Donloy, Rolyan, United, Acufex and Casting ato S&N.
- a. Currently S&N has the following shares issued and outstanding: (i) 1,052,042 shares of voting common stock, \$100 par value per share (the "S&N Common Stock"), (ii) 10 shares of non-voting common stock, \$100 par value per share (the "S&N Non-Voting Common Stock"), and (iii) 3,178 shares of voting preferred stock, \$100 par value per share (the "S&N Preferred Stock") all of which are owned by Europe, and such stock constitutes all of the issued and outstanding capital stock of S&N.
- b. Richards, Endoscopy, DonJoy, Rolyan, United, Acufex and Casting shall be merged into S&N pursuant to (i) a Cartificate of Ownership and Merger in the form attached hereto as Exhibit E. (ii) Articles of Merger in the form attached hereto as Exhibit E, and (iii) Articles of Merger in the form attached hereto as Exhibit G, whereby S&N shall be the surviving corporation. The shares of Richards, Endoscopy, DonJoy, Rolyan, United, Acufex and Casting held by S&N shall not be converted into shares of the surviving corporation but shall be canceled and the shares of S&N Common Stock, S&N Non-Voting Common Stock and S&N Preferred Stock held by Europe shall be converted into shares of Common Stock, Non-Voting Common Stock and Preferred Stock, respectively, of the surviving corporation.
- c. The Certificate of Incorporation of S&N as of the Effective Date shall be the Certificate of Incorporation of the surviving corporation
- d. The By I aws of S&N as of the Effective Date shall be amended so that Section I of Article V reads in its entirety as follows:

SECTION 1. Officers. The Board of Directors shall elect, as executive officers, a Chairman of the Board, a President, a Secretary and a Treasurer, and in their discretion, one or more Vice Presidents and one or more assistant officers. Such officers shall be elected cancully by the Board of Directors at its first meeting following the annual meeting of stockholders, and each shall hold office until his successor shall have been duly elected and qualified, or until he shall have died or resigned or

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shall have been removed, in the manner provided herein. The powers and duties of Secretary and Treasurer may be exercised and performed by the same person, and a Vice President may at the same time hold any other single office except that of Chairman of the Board or President.

The Board of Directors may appoint officers assigned to a particular division or other business unit as such officers of such division or business unit and having such titles as it shall deem appropriate. Any such officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. The term of office, compensation, powers and duties and other terms of employment of appointed officers shall be such as the Board of Directors may from time to time deem proper, and the authority of such officers shall be limited to acts pertaining to the business of such division or business unit.

As so amended, such By-Laws shall be the By-Laws of the surviving corporation until further amended in accordance with its terms and as prescribed by the provisions of the General Corporation Law of the State of Delaware.

- e. The directors of the surviving corporation as of the Effective Date shall be Jack Blair, P. David Southworth and Benjamin F. Parrish, Jr.
- i. The officers of the surviving corporation as of the Effective Date shall be as follows:

Jack Blair, Chairman of the Board and President
P. David Southworth, Sr. Vice President and Treasurer
Brian Splan, Sr. Vice President - U.S. Sales
Joseph Bagwell, Sr. Vice President-Regulatory Affairs
Benjamin F. Parrish, Jr., Sr. Vice President; General Counsel and Secretary
Ruben Rosales, Sr. Vice President - International
Barbara Halliburton, Sr. Vice President - Human Resources
John Ulen, Vice President-Information Systems Management
Robert Lucas, Assistant Secretary
Joel Petrow, Assistant Secretary
Tony Parish, Assistant Secretary

# The divisional officers of the surviving corporation as of the Effective Date shall be as follows:

### Onhopaedics Division:

Larry Papasan Dennis Burling Scott Flora Daniel Blakemore

Russ Olsen Steven Hirsch Nancy Alyea Russ Jamison

Bruce Thompson

Michael Cates left Schryver

Julard Pride

President

Vice President-Customer Services & Logistics

Vice President-Sales-Eastern Region Vice President-Sales-Western Region Vice President-Managed Care Accounts

Vice President-Marketing Acting Vice President-Finance

Sr. Vice President-Research & Development Vice President, International Sales & Tactical

Marketing Support

Sr. Vice President-Operations

Vice President-Product Development-Implants

Vice President-Systems & Information

Management

#### ENT Division:

David Farmer Jerry Dowdy

Vice President-Finance Vice President-Operations

#### Endoscopy Division:

C. Dillman Hooks Johnston

J. Myhre L. Cartis Robert Palardy C. Dondy

Vice President-Research & Development

Vice President-Manufacturing

Vice President-Sales Vice President-Marketing Vice President-Finance & MIS Vice President-Video Products

#### DonJoy Division:

Les Cross

J. Greg Sterman Csril Talbott III Philip Angino Charles Bastyr Michael McBrayer

Robert Reddie

President

Sr. Vice President-Operations

Vice President-Finance

Vice President-Operations-Vista

Sr. Vice President-Business/Product Development

Vice President-Domestic Sales Vice President-International Sales

#### Rehabilitation Division:

John Clark
James McHargue

Christine Sohns
Patricia Harkansee

July Becker Robert Ungemach President

Sr. Vice President Vice President-Finance

Vice President

Vice President-International Sales

Vice President-Operations

# Wound Management Division:

Ron Sparks

Dominic Connelly Darrell Jenkins Peter Metazlfe

Rodney Skaggs Jim Irvin President

Vice President-Finance Vice President-Operations

Vice President-Research & Development

Vice President-Sales

Vice President-Quality Assurance & Regulatory

# Casting Division:

A. Bruce Parker Ronald L. Kelley President Vice-President

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STATE OF CALIFORNIA FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO CA 54257-0741

# TAX CLEARANCE CERTIFICATE

November 18, 1996

EXPIRATION DATE:

February 14, 1997

SMITH & HEFHEN MORTH AMERICA ATTN: TONY PARISH 1450 EAST BROOKS ROAD MEMPHIS TN 38116-0000

ISSUED TO: SMITH & MEPHEW DONJOY, INC.
Corporate Number 1130558

THIS CERTIFICATE IS VALID ONLY UPON THE SIMULTANEOUS QUALIFICATION OF SMITH & MEPHER, INC.

This is to certify that all taxes imposed under the Bank and Corporation Tax Liw on this corporation have need paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdraul takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to madit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Cectificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retired in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95819, or by telephone, (916) 657-5948.

NOTE: it the required documents are not filed with the Secretary of State prior to the Expiration Eate noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law

By B. Rermanseh Special Audah Unit Corporation of the Corporation Telephone Cuton End Utila



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REEL: 010018 FRAME: 0891

**RECORDED: 06/14/1999**