FORM PTO-1595 (Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

MRD 7/19/99

07-20-1999

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Atty Docket No. 10499/189789

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Smith & Nephew Dyonics, Inc.
160 Dascomb Road, Andover, Massachusetts 01810

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

2. Name and address of receiving party(ies)
Name: Smith & Nephew, Inc.

Internal Address

Street Address: 1450 Brooks Road

City: Memphis, TN 38116

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

RECEIVED JUL 19 1999

3. Nature of conveyance:
☐ Assignment ☒ Merger
☐ Security Agreement ☒ Change of Name
☐ Other: ________

Execution Date:
October 10, 1995 - Change of Name
November 30, 1996 - Merger

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

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

A. Patent Application No.(s)

09/063,671 - 08/478,865

B. Patent No.(s)

5,877,819 - 5,740,801

Additional numbers attached? ☐ Yes ☒ No

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

Name: John S. Pratt
Internal Address: Kilpatrick Stockton LLP
Suite 2800
Street Address: 1100 Peachtree Street
City: Atlanta State GA Zip 30309-4530

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41)..................$ 80.00

☒ Enclosed The Commissioner is authorized to charge any deficiency in the required fee or credit any overpayment to Deposit Account No. 11-0855.

☐ Authorized to be charged to deposit account

8. Deposit account number:

11-0855

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.

Mitchell G. Stockwell Reg. 39,389 — [signature] — 7/16/99
Name of Person Signing — Signature — Date

Total number of pages including cover sheet, attachments, and document: 12

07/19/1999 MTHAI1 00000321 09063671
01 FC:581 80.00 OP

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

ATLLIB01 805924.1

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
ONE ASHBURTON PLACE, BOSTON, MASS. 02108

FEDERAL IDENTIFICATION
NO. 04-611-5442

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Charles Federico, President/~~Vice President~~
and Ben Parrish, Clerk/~~Assistant Clerk~~

of SMITH & NEPHEW DYONICS, INC.
(Name of Corporation)

located at 160 Dascomb Road, Andover, Massachusetts 01810

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on *October 10, 1995, by vote of

.... shares of .... (Class of Stock) out of .... shares outstanding,

.... shares of .... (Class of Stock) out of .... shares outstanding, and

.... shares of .... (Class of Stock) out of .... shares outstanding,

CROSS OUT INAPPLICABLE CLAUSE

being at least a majority of each class outstanding and entitled to vote thereon:[1]

two-thirds of each class outstanding and entitled to vote thereon and of each class or series of stock whose rights are adversely affected thereby:[2]

*by unanimous written consent of sole shareholder, Smith & Nephew Consolidated, Inc., without a meeting

C ☐
P ☐
M ☐

[1] For amendments adopted pursuant to Chapter 156B, Section 70.

[2] For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

TO CHANGE the number of shares and the par value, if any, of each class of stock within the corporation fill in the following:

The total presently authorized is:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
PREFERRED			

CHANGE the total to:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
PREFERRED			

RESOLVED, That the Articles of Organization of this corporation be amended by changing the Article I thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is:

SMITH & NEPHEW ENDOSCOPY, INC.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this 10th day of October, in the year 1995

President / ~~Vice~~ President

515568   14100214

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment and, the filing fee in the amount of $ [illegible] having been paid, said articles are deemed to have been filed with me this 23rd day of October, 1995

William Francis Galvin

William Francis Galvin
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF AMENDMENT TO BE SENT

[illegible] SYSTEM

[illegible] Street

Boston, Massachusetts [illegible]

Telephone (617) [illegible]

A TRUE COPY ATTEST

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

DATE 4/13/99 CLERK [illegible]

FEDERAL IDENTIFICATION
NO. ______________
Fee: $250.00

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

We, P. David Southworth, *President / ~~*Vice President~~,

and Ben Parish, ~~*Clerk~~ / *Assistant ~~Clerk~~ Secretary,

of Smith & Nephew, Inc.
(Exact name of corporation)

organized under the laws of Delaware and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Smith & Nephew Richards, Inc.	Delaware	April 10, 1968
Smith & Nephew Endoscopy, Inc.	Massachusetts	May 11, 1964
Smith & Nephew DonJoy, Inc.	California	December 28, 1982
Smith & Nephew Rolyan, Inc.	Wisconsin	January 30, 1967
Smith & Nephew United, Inc.	Delaware	April 14, 1986
Acufex Microsurgical, Inc.	Massachusetts	November 13, 1985
Smith & Nephew Casting, Inc.	Delaware	June 5, 1996

2. The parent corporation, [illegible] the date of the vote, owned not less than ninety percent (90%) of the outstanding [illegible] of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

The [illegible] below may be [illegible] if all the corporations are organized under the laws of Massachusetts and [illegible] General Laws, Chapter [illegible] is applicable to them.

[illegible] of each of the above named corporations, the laws of the state of [illegible] [illegible] such [illegible]

[illegible] Massachusetts [illegible]

That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See the resolutions of the Board of Directors, duly adopted by the unanimous consent of its members, filed with the minutes of the Board on the ____ day of November, 1996, attached hereto and made a part hereof.

[THE EXHIBITS TO THE PLAN OF MERGER HAVE BEEN INTENTIONALLY OMITTED FROM THESE ARTICLES OF MERGER]

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");

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 issued 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 issued 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 par value, of Smith & Nephew Casting, Inc., a Delaware corporation ("Casting Common Stock"), and such Casting Common Stock is the only issued and outstanding class of stock of Smith & Nephew Casting, Inc. ("Casting"); and

WHEREAS, this Board of Directors has reviewed the Plan of Merger [illegible] and determined that the merger of Richards, [illegible] Rolyan, United, Acufex and Casting (collectively, the

"Named Subsidiaries") into the Corporation and the other transactions contemplated by the Plan of Merger are in the best interests of the Corporation.

NOW, 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 [illegible] 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 [illegible] subsidiaries, [illegible] imposed by Section 180.1104 of the Business Corporation Law of the State of Wisconsin.

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.

The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than thirty days after the date of filing:

The effective date of the merger shall be as of November 30, 1996.

Section 5 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 151.

SIGNED UNDER THE PENALTIES OF PERJURY, this 30th day of November, 19 96.

_________________________________ President / Vice President

_________________________________ Secretary / Assistant Clerk

MMS0196

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of $ ________ having been paid, said articles are deemed to have been filed with me this ____ day of ________, 19 96

Effective date: November 30, 1996

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

C T CORPORATION SYSTEM

C T Corporation System
906 Olive Street
St. Louis, Missouri 63101

A TRUE COPY ATTEST
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 4/13/99 CLERK

PATENT
REEL: 010103 FRAME: 0569

RECORDED: 07/19/1999