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FORM PTO-1619A
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OMB 0651-0027

05-25-2000



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U.S. Department of Commerce
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Conveyance Type

☐ Assignment ☐ Security Agreement
☐ License ☐ Change of Name
☒ Merger ☐ Other
U.S. Government
(For Use ONLY by U.S. Government Agencies)
☐ Departmental File ☐ Secret File

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☐ Mark if additional names of conveying parties attached
Execution Date
Month Day Year
12 28 1998

Name (line 1)

Name (line 2)

Second Party

Name (line 1)

Name (line 2)

Execution Date
Month Day Year

09476272

Receiving Party

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Name (line 1)

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
PATENT

REEL: 010802 FRAME: 0922

Correspondent Name and Address

Area Code and Telephone Number **908-654-5000**

Name **LERNER, DAVID, LITTENBERG, KRUMHOLZ & MENTLIK, LLP**

Address (line 1) **600 South Avenue West**

Address (line 2) **Westfield NJ 07090**

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

8

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

09476272

09557145

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number
only if a U.S. Application Number
has not been assigned.

PCT

PCT

PCT

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Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

80.00

Method of Payment:
Deposit Account

Enclosed ☐

Deposit Account ☒

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

12-1095

Authorization to charge additional fees:

Yes

☒

No

☐

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. Charges to deposit account are authorized, as indicated herein.

Kimberly V. Perry

Name of Person Signing

Signature

May 10, 2000

Date

Reg. No. 43,612

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

HOWMEDICA OSTEONICS CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Incorporation & Amendments
Certificate Of Mergers
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
28th day of October, 1999



Roland M Machold

Roland M Machold
Treasurer

MRN

CERTIFICATE OF MERGER

FILED

OF

DEC 31 1998

STRYKER IMPLANTS INC.

AND

OSTEONICS CORP.

0100 764800

James A. DiEleuterio, Jr.
State Treasurer

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To the Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Stryker Implants Inc., which is a business corporation of the State of Delaware, and Osteonics Corp., which is a business corporation of the State of New Jersey.

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Stryker Implants Inc. with and into Osteonics Corp. as approved by the directors and the sole shareholder entitled to vote of each of said merging corporations. The Agreement and Plan of Merger provides, among other things, that Article FIRST of the Certificate of Incorporation of Osteonics Corp. shall be amended hereby to read as follows:

FIRST: The name of the Corporation is HOWMEDICA OSTEONICS CORP.

3. The number of shares of Stryker Implants Inc. that were entitled to vote at the time of the approval of the Plan of Merger by its sole shareholder is 1,000, all of which are of one class. The sole shareholder of the aforesaid corporation approved the Plan of Merger pursuant to a written consent without a meeting; and the number of shares represented by such consent is 1,000. The date of said consent and approval was December 17, 1998.

4. The number of shares of Osteonics Corp. that were entitled to vote at the time of the approval of the Plan of Merger by its sole shareholder is 82,000, all of which are of one class. The sole shareholder of the aforesaid corporation approved the Plan of Merger pursuant to a written consent without a meeting; and the number of shares represented by such consent is 82,000. The date of said consent and approval was December 17, 1998.

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5. Osteonics Corp. will continue its existence as the surviving corporation under the name Howmedica Osteonics Corp. pursuant to the provisions of the New Jersey Business Corporation Act.

6. The applicable provisions of the General Corporation Law of the State of Delaware, the jurisdiction under which Stryker Implants Inc. was organized, with respect to merger herein provided for will, upon compliance with filing and recording provisions, have been complied with.

7. The merger herein provided for shall become effective at the close of business on December 31, 1998.

Executed on December 28, 1998.

STRYKER IMPLANTS INC.

By: 
David J. Simpson, Vice President

OSTEONICS CORP.

By: 
David J. Simpson, Vice President

1. The names of the corporations planning to merge are Osteonics Corp. and Stryker Implants Inc.

3. There is only one class of shares of Osteonics Corp., which is designated common stock, and the total number of shares outstanding is 82,000. There is only one class of shares of Stryker Implants Inc., which is

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designated common stock, and the total number of shares outstanding is 1,000.

4. Article FIRST of the certificate of incorporation of the surviving corporation shall be amended on the effective date of the merger to change the name of the surviving corporation to Howmedica Osteonics Corp. As so amended, said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

5. The bylaws of the surviving corporation on the effective date of the merger, amended to reflect the change in the name of the surviving corporation to Howmedica Osteonics Corp., shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

6. The directors and officers of the surviving corporation on the effective date of the merger shall continue to hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of each of the non-surviving corporation and of the surviving corporation

for its approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware and the New Jersey Business Corporation Act, respectively.


8. Each issued share of Stryker Implants Inc. shall, on the effective date of the merger, be canceled. The issued shares of Osteonics Corp. shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

9. In the event that the Plan of Merger shall have been approved by the shareholder entitled to vote of the non-surviving corporation and the surviving corporation in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware and the New Jersey Business Corporation Act, respectively, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Delaware and New Jersey and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and

I, David J. Simpson, Secretary of Stryker Implants Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, and under the seal of the corporation, that the Agreement and Plan of Merger to which this certificate is attached was duly submitted to the sole stockholder of Stryker Implants Inc. for the purpose of considering and taking action upon the proposed agreement of merger; that 1,000 shares of stock of Stryker Implants Inc. were on said date issued and outstanding; that the holder of all of said shares voted in favor of the approval, the said affirmative vote representing all of the shares of the only class of the outstanding capital stock of Stryker Implants Inc., and that thereby the Agreement and Plan of Merger was duly adopted as the act of the sole stockholder of Stryker Implants Inc. and the duly adopted agreement of Stryker Implants Inc.

Witness my hand and the seal of Stryker Implants Inc. on this 17th day of December, 1998.


David J. Simpson, Secretary

[Corporate Seal]

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** TOTAL PAGE 15 **