

03-19-2004



Form PTO-1595 (Rev. 03/01) 3-17-04 RE
OMB No. 0651-0027 (exp. 5/31/2002)

102773207

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies): Stryker Technologies Corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Howmedica Osteonics Corp.</u></p> <p>Internal Address: _____</p> <p>Street Address: _____</p> <p>325 Corporate Drive</p> <p>City: <u>Mahwah</u></p> <p>State: <u>New Jersey</u> Zip: <u>07430</u></p> <p>Additional name(s) & address(es) attached: <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 type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 17, 2003</u></p>	

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

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

A. Patent Application No.(s): 09/758,608

B. Patent No.(s): _____

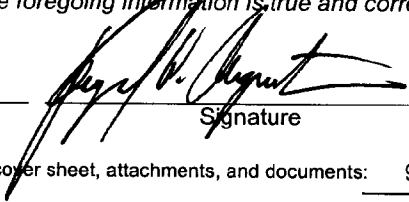
Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Raymond W. Augustin</u> <u>LERNER, DAVID, LITTENBERG, KRUMHOLZ & MENTLIK, LLP</u></p> <p>Internal Address: <u>Atty. Dkt.:</u></p> <p>Street Address: _____</p> <p>600 South Avenue West</p> <p>City: <u>Westfield</u> State: <u>NJ</u> Zip: <u>07090</u></p>	<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p><input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)</p> <p>8. Deposit account number: _____</p> <p><u>12-1095</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Raymond W. Augustin  March 15, 2004

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 9

03/18/2004 ECDOPER 00000010 121095 09758608
01 FC:8021 40.00 BA

FILED

DEC 29 2003

UMC-2 11/03

State Treasurer

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: **Howmedica Osteonics Corp.**

3. Name(s)/Jurisdiction(s) of All Participating Business Entities:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
Howmedica Osteonics Corp.	New Jersey	0100 051105
Stryker Technologies Corporation	Michigan	

4. Date Merger/Consolidation adopted:
December 17, 2003

5. Voting: (all corporations involved; attach additional sheets if necessary) *

-a Corp. Name Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

~~The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.~~

*The merger was approved by unanimous written consent, dated December 17, 2003, of the Board of Directors of Howmedica Osteonics Corp., the owner of all of the 1,000 issued and outstanding stock of Stryker Technologies Corporation.

MJ074 - 1/21/03 C.T. Form 01/03

7. Effective Date (see inst.): December 31, 2003

Signature	Name	Title	Date
<u>Howmedica Osteonics Corp.</u> <i>Dean H. Bergy</i>	<u>Dean H. Bergy</u>	<u>Vice President</u>	<u>12/29/03</u>
<u>Stryker Technologies</u> <u>Corporation</u> <i>Dean H. Bergy</i>	<u>Dean H. Bergy</u>	<u>Vice President</u>	<u>12/29/03</u>

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08625

5. The bylaws of the surviving corporation on the effective date of the merger 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. Each issued share of Stryker Technologies Corporation shall, on the effective date of the merger, be canceled. The issued shares of Howmedica 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.

8. Upon approval of the Plan of Merger by the board of directors of Howmedica Osteonics Corp. in the manner prescribed by the provisions of the Business Corporation Act of the State of Michigan 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 Michigan and New Jersey and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. 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 all instruments, papers and documents that shall be or become necessary, proper or convenient to

carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The effective date of the merger herein provided for shall be the close of business on December 31, 2003.

DATED as of the 17th day of December 2003.

HOWMEDICA OSTEONICS CORP.

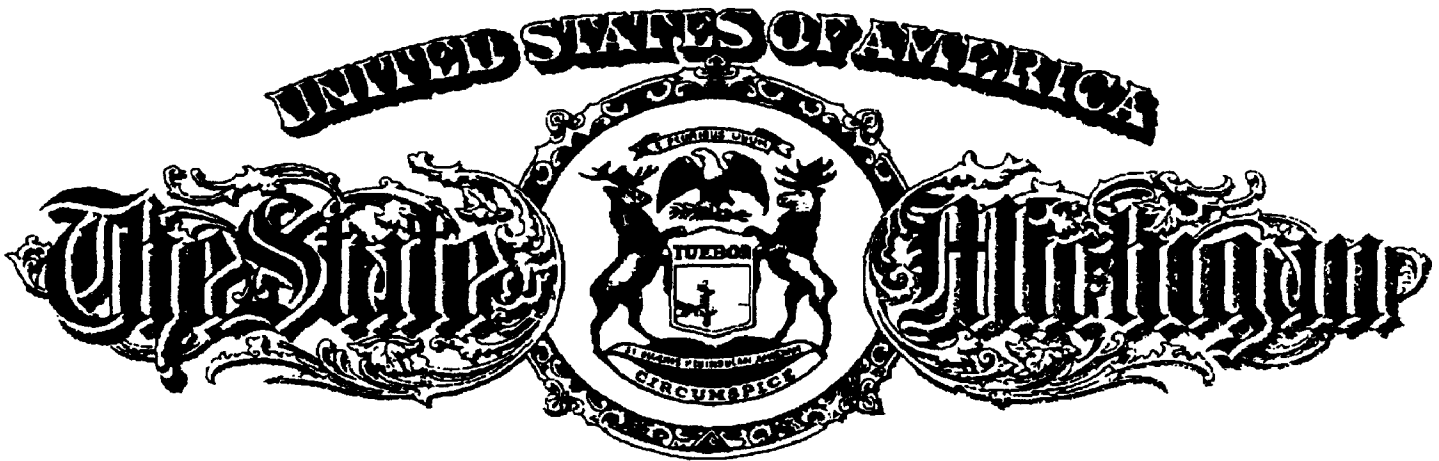
By: 

Name: Christopher F. Hornrich
Title: Treasurer

STRYKER TECHNOLOGIES CORPORATION

By: 

Name: Christopher F. Hornrich
Title: Treasurer



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 6th day of January, 2004

Andrew S. Mitchell, Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL

PATENT
REEL: 015132 FRAME: 0598

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES	
BUREAU OF COMMERCIAL SERVICES	
Date Received DEC 29 2003	(FOR BUREAU USE ONLY) FILED
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
JAN 06 2004	
Administrator BUREAU OF COMMERCIAL SERVICES	
EFFECTIVE DATE: Expiration date for new assumed names: December 31, Expiration date for transferred assumed names appear in item 6	

Name CT Corporation System 6007271 SO	
Address 30600 Telegraph Road, Suite 2345	
City Bingham Farms	State MI
Zip Code 48025	

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

<u>Stryker Technologies Corporation</u>	533718
<u>Howmedica Osteonics Corp.</u>	638244

b. The name of the surviving corporation and its identification number is:

<u>Howmedica Osteonics Corp.</u>	638244
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c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
<u>Stryker Technologies Corporation</u>	<u>1,000 common shares</u>	<u>1,000 common shares</u>

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES

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d. The manner and basis of converting the shares of each constituent corporation is as follows:

Each issued share of Stryker Technologies Corporation shall, on the effective date of the merger, be cancelled. The issued shares of Howmedica Osteonics Corp. shall not be converted or exchanged in any manner, but each share that is issued at the effective date shall continue to represent one issued share of the surviving corporation.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

None

f. Other provisions with respect to the merger are as follows:

None

MA24-172/001 C.I. Service Office

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PATENT
REEL: 015132 FRAME: 0600

2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

4. (Delete if not applicable)

~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~

5. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the 31st day of December, 2003.

Signed this 23rd day of December, 2003

Howmedica Osteonics Corp.

(Name of parent corporation)

By


(Signature of an authorized officer or agent)

Christopher F. Homrich, Treasurer

(Type or Print Name)