

07-27-2006

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



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To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

MACROPORE BIOSURGERY, INC.

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s) July 11, 2005

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other _____

2. Name and address of receiving party(ies)

Name: CYTORI THERAPEUTICS, INC.

Internal Address: _____

Street Address: 3020 Callan Road

City: San Diego

State: CA

Country: U.S.A. Zip: 92121

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

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)
10/110,161

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: Kenton R. Mullins

Internal Address: _____

Street Address: Stout, Uxa, Buyan & Mullins, LLP
4 Venture, Suite 300

City: Irvine

State: CA Zip: 92618

Phone Number: (949) 450-1750

Fax Number: (949) 450-1764

Email Address: _____

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- ☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-1600

Authorized User Name Kenton R. Mullins

9. Signature:

July 18, 2006

Date

07/26/2006 DBYRME 00000186 501600 10110161

Signature

01 FC:802

40.00 DA

Kenton R. Mullins
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

PATENT
REEL: 018082 FRAME: 0257

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CYTORI THERAPEUTICS, INC.
(a Delaware Corporation)
INTO
MACROPORE BIOSURGERY, INC.
(a Delaware Corporation)**

**(PURSUANT TO SECTION 253 OF THE DELAWARE
GENERAL CORPORATION LAW)**

MacroPore Biosurgery, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company was incorporated on May 16, 1997 pursuant to the Delaware General Corporation Law.
2. The Company is the owner of all of the outstanding shares of each class of capital stock of Cytori Therapeutics, Inc., a Delaware corporation ("Subsidiary").
3. The Company, by the following recital and resolutions adopted on June 28, 2005 by the Board of Directors of the Company, determined to merge Subsidiary into the Company:

WHEREAS, the Board of Directors of the Company deems it to be advisable and in the best interests of the Company and its stockholders that the Company merge into itself its wholly-owned subsidiary, Cytori Therapeutics, Inc. ("Subsidiary"), and assume all of Subsidiary's liabilities and obligations;

NOW, THEREFORE, BE IT RESOLVED that Subsidiary shall be merged into the Company and the Company shall thereby assume all of Subsidiary's liabilities and obligations; and via such merger the corporate name of the Company shall, as authorized by Delaware General Corporation Law Section 253(b), be changed to Cytori Therapeutics, Inc. effective upon the effective date of such merger.

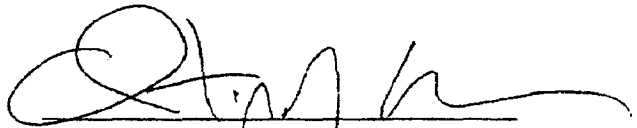
RESOLVED FURTHER, that, in accordance with the Delaware General Corporation Law, the Chief Executive Officer of the Company is hereby authorized to execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Subsidiary into the

Company and to assume Subsidiary's liabilities and obligations (and to change the surviving corporation's name) and the date of adoption thereof and to file on July 11, 2005 such Certificate of Ownership and Merger with the Delaware Secretary of State and, if required, to record such certificate in the office of the recorder of each county in which the registered office of the Company or Subsidiary is located.

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized to take such other actions and sign such other documents as may be necessary or appropriate to carry out the intent of the foregoing resolutions, and all prior actions taken in connection therewith are hereby confirmed, ratified and approved.

Executed on July 11, 2005

MACROPORE BIOSURGERY, INC.

By: 
Christopher J. Calhoun
Chief Executive Officer

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