

08-07-2007



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Atty. Docket: 03190.000011

Form-PTO-1595
1-31-92

To the Director, U.S. Patent and Trademark

The attached original documents or copy thereof.

1. Name of conveying party(ies):

SDGI Holdings, Inc.

Additional name(s) of conveying party(ies) attached?

☐ Yes☒ No

2. Name and address of receiving party(ies):

Name: WARSAW ORTHOPEDIC, INC.

Foreign Address: _____

Domestic Address: 2500 Silveus Crossing

3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ Other _____Execution Date: April 28, 2006City: Warsaw State: Indiana ZIP: 46581Additional name(s) & address(es) attached? ☐ Yes ☒ No

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

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

A. Patent Number: 6,652,525

B. Title of Invention:

ANTERIOR IMPLANT FOR THE SPINEIssue Date: November 25, 2003

Additional numbers attached?

☐ Yes☒ No

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

Name: Fitzpatrick, Cella, Harper & Scinto30 Rockefeller PlazaNew York, New York 10112-3800Telephone No.: (212) 218-2100Facsimile No.: (212) 218-2200

6. Number of applications and patents involved:

One7. Total fee (37 CFR 3.41): . . . \$ 40.00☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number (for deficiency or excess)

06-1205

(Attach duplicate copy of this page if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and the attached is the original document or is a true copy of the original document.

Justin J. Oliver (Reg. No. 44,986)

Name of Person Signing

Signature

August 2, 2007

Date

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

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PATENT
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**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF MERGER
of
WARSAW ORTHOPEDIC INC**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

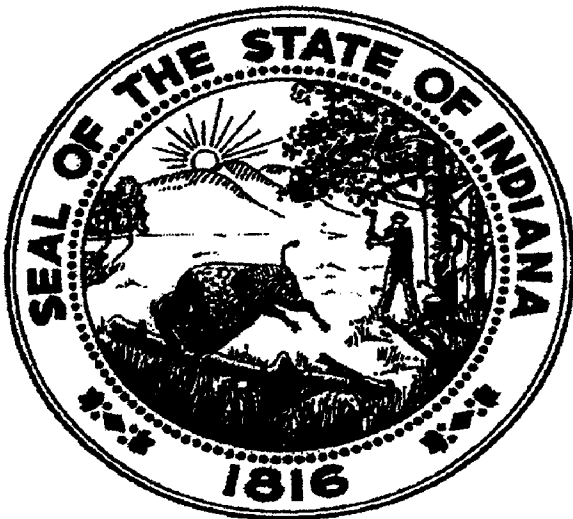
The following non-surviving entity(s):

SDGI HOLDINGS, INC.
a(n) Delaware Non-Qualified Foreign Corporation
SOFAMOR DANEK HOLDINGS, INC.
a(n) Delaware Non-Qualified Foreign Corporation

merged with and into the surviving entity:

WARSAW ORTHOPEDIC INC

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, April 28, 2006.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 28, 2006.

A handwritten signature in cursive script, reading "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

197101-484 / 2006050157178

APPROVED
AND
FILED
Case Roberts
IND. SECRETARY OF STATE

2006 APR 28 AM 11:51

ARTICLES OF MERGER
of
SDGI HOLDINGS, INC.,
a Delaware corporation
and
SOFAMOR DANEK HOLDINGS, INC.,
a Delaware corporation
into
WARSAW ORTHOPEDIC, INC.,
an Indiana corporation

Pursuant to the provisions of Sections 23-1-40-5 and 23-1-40-7 of the Indiana Business Corporation Law ("IBCL"), the following Articles of Merger are executed on the date hereinafter set forth:

1. The names of the corporations that are parties to the merger are SDGI Holdings, Inc. ("SDGI"), a Delaware corporation, Sofamor Danek Holdings, Inc. ("SD Holdings"), a Delaware corporation and Warsaw Orthopedic, Inc. (the "Company"), an Indiana corporation and the surviving corporation.

2. The surviving corporation is Warsaw Orthopedic, Inc., an Indiana corporation.

3. The merger will be accomplished pursuant to the Agreement and Plan of Merger attached hereto as Exhibit A and incorporated herein by reference (the "Plan of Merger"). The manner of adoption and vote by which the Plan of Merger was approved by SDGI, SD Holdings and the Company are as follows:

(a) Action by SDGI

(i) Action by Directors. By a written consent executed as of April 28, 2006, the Board of Directors of SDGI unanimously approved resolutions adopting the Plan of Merger.

(ii) Action by the Shareholders. By a written consent executed as of April 28, 2006, the sole shareholder of SDGI approved resolutions adopting the Plan of Merger as follows:

	<u>Common Shares</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes in Favor	1,000
Number of Votes Against	-0-

(b) Action by SD Holdings

(i) Action by Directors. By a written consent executed as of April 28, 2006, the Board of Directors of SD Holdings unanimously approved resolutions adopting the Plan of Merger.

(ii) Action by the Shareholders. By a written consent executed as of April 28, 2006, the sole shareholder of SD Holdings approved resolutions adopting the Plan of Merger as follows:

	<u>Common Shares</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes in Favor	1,000
Number of Votes Against	-0-

(c) Action by the Company

(i) Action by Directors. By a written consent executed as of April 28, 2006, the Board of Directors of the Company unanimously approved resolutions adopting the Plan of Merger.

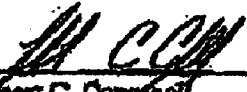
(ii) Action by the Shareholders. By a written consent executed as of April 28, 2006, the sole shareholder of the Company approved resolutions adopting the Plan of Merger as follows:

	<u>Common Shares</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes in Favor	1,000
Number of Votes Against	-0-

The undersigned swear that the foregoing is true and accurate and that they have the authority to sign these Articles of Merger on behalf of SDGI, SD Holdings and the Company, respectively.

Dated: April 28, 2006

SDGI HOLDINGS, INC.

By: 
Robert C. Campbell
President


Dated: April 28, 2006

SOPAMOR DANEK HOLDINGS, INC.

By: 
Robert C. Campbell
President

Dated: April 28, 2006

WARSAW ORTHOPEDIC, INC.

By: 
Peter L. Wehrly
President

AGREEMENT AND PLAN OF MERGER

2006 APR 28 A

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of April 28, 2006, by and among Sofamor Danek Holdings, Inc., a Delaware corporation ("SD Holdings"), SDGI Holdings, Inc., a Delaware corporation ("SDGI") and Warsaw Orthopedic, Inc., an Indiana corporation ("Warsaw").

The parties hereto agree as follows:

ARTICLE 1.

NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1.1) The names of the constituent corporations are SDGI Holdings, Inc. ("SDGI"), a Delaware corporation, Sofamor Danek Holdings, Inc. ("SD Holdings"), a Delaware corporation and Warsaw Orthopedic, Inc. ("Warsaw"), an Indiana corporation. The constituent corporations shall be combined by the merger of SDGI and SD Holdings with and into Warsaw, as the surviving corporation (the "Merger"), pursuant to the terms and provisions of this Agreement and Plan of Merger and pursuant to the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the Indiana Business Corporation Law (the "IBCL").

ARTICLE 2.

MEANS OF EFFECTING MERGER AND CONVERTING STOCK

2.1) The Merger. At the Effective Time (as defined in Section 2.2), in accordance with the DGCL and the IBCL, SDGI and SD Holdings will merge with and into Warsaw, the separate existence of SDGI and SD Holdings, respectively, shall cease and Warsaw shall alone continue in existence as the surviving corporation (the "Surviving Corporation") in the Merger.

2.2) Effectiveness of Merger. The Merger shall become effective on the date on which and at the time which the Certificate of Merger has been filed with the Delaware Secretary of State and the Articles of Merger have been filed with Indiana Secretary of State (the time the Merger becomes effective being referred to herein as the "Effective Time" and the date of such effectiveness being referred to herein as the "Effective Date").

2.3) Articles of Incorporation; Bylaws; Directors and Officers. The Articles of Incorporation and Bylaws of Warsaw as in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter amended as provided therein and under the IBCL. The directors of Warsaw immediately prior to the Effective Time shall remain the directors of the Surviving Corporation and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws and the IBCL. The officers of Warsaw immediately prior to the Effective Time will be the officers of the Surviving Corporation and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws and the IBCL.

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2.4) Effect on Warsaw Common Stock. The outstanding shares of Warsaw Common Stock shall be unaffected by the Merger and shall remain outstanding and represent shares of Common Stock of the Surviving Corporation.

2.5) Cancellation of SDGI Common Stock. As a result of the Merger and without any action on the part of the holder thereof, at the Effective Time, all shares of SDGI Common Stock shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefor.

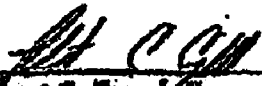
2.6) Cancellation of SD Holdings Common Stock. As a result of the Merger and without any action on the part of the holder thereof, at the Effective Time, all shares of SD Holdings Common Stock shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefor.

ARTICLE 3. GENERAL PROVISIONS

3.1) From and after the Effective Time, Warsaw agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 710 Medtronic Parkway, Minneapolis, Minnesota 55432.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.


SCFAMOR DANER HOLDINGS, INC.,
a Delaware corporation

By: 
Robert C. Campbell
President

SDGI HOLDINGS, INC.,
a Delaware corporation

By: 
Robert C. Campbell
President

WARSAW ORTHOPEDIC, INC.,
an Indiana corporation

By: 
Peter L. Weirly
President