

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/25/2007

**CONVEYING PARTY DATA**

Name	Execution Date
Wallach Surgical Devices, Inc.	10/24/2007

**RECEIVING PARTY DATA**

Name:	CooperSurgical, Inc.
Street Address:	95 Corporate Drive
City:	Trumbull
State/Country:	CONNECTICUT
Postal Code:	06611

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Patent Number:	6740049

**CORRESPONDENCE DATA**

Fax Number: (212)732-3232  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-238-8610  
 Email: nowak@clm.com  
 Correspondent Name: Keith D. Nowak  
 Address Line 1: 2 Wall Street  
 Address Line 2: Carter Ledyard & Milburn LLP  
 Address Line 4: NEW YORK, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	COO19.002
NAME OF SUBMITTER:	Keith D. Nowak

Total Attachments: 3  
 source=WallachSurgicalDevices#page1.tif  
 source=WallachSurgicalDevices#page2.tif

**CH \$40.00 6740049**



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WALLACH SURGICAL DEVICES, INC.", A CONNECTICUT CORPORATION, WITH AND INTO "COOPERSURGICAL, INC." UNDER THE NAME OF "COOPERSURGICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2007, AT 3:04 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2247088 8100M

071159944



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6112863

DATE: 10-29-07

PATENT  
REEL: 020125 FRAME: 0414

CERTIFICATE OF OWNERSHIP AND MERGER

OF

WALLACH SURGICAL DEVICES, INC.

(a Connecticut corporation)

into

COOPERSURGICAL, INC.

(a Delaware corporation)

It is hereby certified that:

1. CooperSurgical, Inc., hereinafter sometimes referred to as the "Corporation", is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Wallach Surgical Devices, Inc., which is a business corporation of the State of Connecticut.
3. The laws of the jurisdiction of organization of Wallach Surgical Devices, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Wallach Surgical Devices, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on October 24, 2007 by the Board of Directors of the Corporation to merge the said Wallach Surgical Devices, Inc. into the Corporation:

RESOLVED that Wallach Surgical Devices, Inc. be merged into this Corporation, and that, upon the effective date of the Merger, all of the estate, property, rights, privileges, powers, and franchises of Wallach Surgical Devices, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Wallach Surgical Devices, Inc. in its name.

RESOLVED that, upon the effectiveness of the Merger, this Corporation shall assume all of the obligations of Wallach Surgical Devices, Inc.

RESOLVED that to consummate the Merger, the proper officers of the Corporation be, and each of them hereby is, authorized and directed to execute and file and record the Certificate of Ownership and Merger, and any other documents prescribed by the laws of the State of Delaware and by the laws of any other state that are applicable to the Merger, and to perform all necessary acts within the State of Delaware and within such other state to effectuate the Merger.

RESOLVED that the effective date of the Merger shall be October 26, 2007.

[Signature Page Follows]

Executed on October 26, 2007

COOPERSURGICAL, INC.

By: /s/ Carol Kaufman  
Carol Kaufman, Vice President & Secretary

6234922 1

RECORDED: 11/16/2007

PATENT  
REEL: 020125 FRAME: 0416