

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/24/2007
CONVEYING PARTY DATA	
Name	Execution Date
NeoSurg Technologies, 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: 20	
Property Type	Number
Patent Number:	5342379
Patent Number:	5697947
Patent Number:	5810863
Patent Number:	6099544
Patent Number:	6106539
Patent Number:	6238407
Patent Number:	6280417
Patent Number:	6340358
Patent Number:	6544277
Patent Number:	6783516
Patent Number:	6830578
Patent Number:	6835201
Application Number:	10440959
Application Number:	10632671

PATENT

500401875

REEL: 020125 FRAME: 0889

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Application Number:	10646675
Application Number:	10799750
Application Number:	10800763
Application Number:	10805974
Application Number:	10939201
Application Number:	10878832

#### 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
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NAME OF SUBMITTER:	Keith D. Nowak
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#### Total Attachments: 8

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# 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:

"NEOSURG TECHNOLOGIES, INC.", A TEXAS 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-FOURTH DAY OF OCTOBER, A.D. 2007, AT  
4:40 O'CLOCK P.M.

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

2247088 8100M

071150905



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6103712

DATE: 10-25-07

PATENT  
REEL: 020125 FRAME: 0891

CERTIFICATE OF OWNERSHIP AND MERGER

OF

NEOSURG TECHNOLOGIES, INC.

(a Texas 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 NeoSurg Technologies, Inc., which is a business corporation of the State of Texas.

3. The laws of the jurisdiction of organization of NeoSurg Technologies, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges NeoSurg Technologies, 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 NeoSurg Technologies, Inc. into the Corporation:

RESOLVED that NeoSurg Technologies, 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 NeoSurg Technologies, 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 NeoSurg Technologies, Inc. in its name.

RESOLVED that, upon the effectiveness of the Merger, this Corporation shall assume all of the obligations of NeoSurg Technologies, 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 24, 2007.

[Signature Page Follows]

Executed on October 24, 2007

COOPERSURGICAL, INC.

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

6234810.1

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Phil Wilson  
Secretary of State

## Office of the Secretary of State

October 25, 2007

Corporation Service Company  
701 Brazos, Suite 1050  
Austin, TX 78701 USA

RE:  
CooperSurgical, Inc. ( File Number: Not Applicable )

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It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division

Enclosure

Phone: (512) 463-5555  
Prepared by: Lisa Sartin

*Come visit us on the internet at <http://www.sos.state.tx.us/>*  
Fax: (512) 463-5709  
TID: 10339

Dial: 7-1-1 for Relay Services  
Document: 190724330002

**PATENT**  
**REEL: 020125 FRAME: 0894**



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

NEOSURG TECHNOLOGIES, INC.  
Domestic For-Profit Corporation  
[File Number: 155121200]

Into

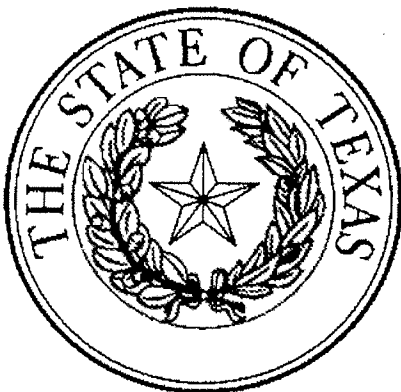
CooperSurgical, Inc.  
Foreign For-Profit Corporation  
Delaware, USA  
[Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 10/24/2007

Effective: 10/24/2007



A handwritten signature of Phil Wilson in black ink.

Phil Wilson  
Secretary of State

**ARTICLES OF MERGER  
OF  
NEOSURG TECHNOLOGIES, INC.  
INTO  
COOPERSURGICAL, INC.**

**FILED**  
In the Office of the  
Secretary of State of Texas  
OCT 24 2007  
Corporations Section

To the Secretary of State  
State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the foreign parent corporation herein named adopts the following articles of merger for the purpose of merging its Texas wholly-owned subsidiary corporation into said foreign parent corporation.

1. The name of the parent corporation is CooperSurgical, Inc., and the jurisdiction under which it is organized is the State of Delaware.
2. The name of the subsidiary corporation is NeoSurg Technologies, Inc., and the jurisdiction under which it is organized is the State of Texas.
3. The number of outstanding shares of the subsidiary corporation is 1,000, all of which are of one class, and all of which are owned by the parent corporation.
4. The following is a copy of the resolution to merge the subsidiary corporation into the parent corporation as adopted by the Board of Directors of the parent corporation on October 24, 2007:

RESOLVED that this Corporation, as the owner of all of the outstanding shares of NeoSurg Technologies, Inc., a business corporation of the State of Texas, does hereby merge NeoSurg Technologies, Inc. into this Corporation.

RESOLVED that the Board of Directors and the proper officers of this Corporation 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 which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger of NeoSurg Technologies, Inc. into this Corporation.

5. The approval of the Plan of Merger was duly authorized by all action required by the laws under which CooperSurgical, Inc. was incorporated and by its constituent documents.
6. The address of the registered office of the parent corporation in the jurisdiction under the laws of which it is governed is Corporate Service Company, 1013 Centre Road, City of Wilmington, County of New Castle, in the State of Delaware 19805.



7. The parent corporation will be responsible for the payment of all fees and franchise taxes as required by law, and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

8. The merger herein provided for shall be effective in the State of Texas on October 24, 2007.

**[Signature Page Follows]**

Executed on October 24, 2007.

COOPERSURGICAL INC.

By: 

Carol Kaufman, Vice President & Secretary

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