

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006
CONVEYING PARTY DATA	
Name	Execution Date
Hospital for Joint Diseases Orthopaedic Institute	10/31/2005
RECEIVING PARTY DATA	
Name:	NYU Hospital Center
Street Address:	550 First Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	5789395
Patent Number:	5919775
CORRESPONDENCE DATA	
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NAME OF SUBMITTER:	Janice Bowers, Paralegal
Total Attachments: 3	
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CERTIFICATE OF MERGER
OF
HOSPITAL FOR JOINT DISEASES ORTHOPAEDIC INSTITUTE
INTO
NYU HOSPITALS CENTER

Under Section 904 of the New York Not-For-Profit Corporation Law

NYU Hospitals Center, a Type B not-for-profit corporation organized under the New York Not-For-Profit Corporation Law ("NPCL") and licensed as a hospital under Article 28 of the New York Public Health Law, and Hospital for Joint Diseases Orthopaedic Institute, a Type B not-for-profit corporation formed under the New York Membership Corporation Law and licensed as a hospital under Article 28 of the New York Public Health Law, hereby certify to the following information in connection with the merger of Hospital For Joint Diseases Orthopaedic Institute with and into NYU Hospitals Center (the "**Merger**"):

Section I. Constituent Corporations. The name of each of the constituent corporations to the Merger is:

(a) **NYU Hospitals Center**, a Type B not-for-profit corporation organized under the NPCL ("NYUHC"); and

(b) **Hospital For Joint Diseases Orthopaedic Institute**, a Type B not-for-profit corporation organized under the Membership Corporations Law of the State of New York under the name JEWISH HOSPITAL FOR DEFORMITIES AND JOINT DISEASES pursuant to a Certificate of Incorporation that was duly filed by the New York Secretary of State on October 18, 1905, which name was subsequently changed to HOSPITAL FOR DEFORMITIES AND JOINT DISEASES on October 31, 1908, and thereafter to HOSPITAL FOR JOINT DISEASES on November 20, 1920, and to HOSPITAL FOR JOINT DISEASES AND MEDICAL CENTER on October 20, 1965, and thereafter to its present name HOSPITAL FOR JOINT DISEASES ORTHOPAEDIC INSTITUTE on June 21, 1984 ("**HJD**").

NYUHC and HJD are sometimes hereinafter collectively referred to as the "**Constituent Corporations**".

Section II. Surviving Corporation. NYUHC shall be the surviving corporation (the "**Surviving Corporation**") of the Merger.

Section III. Membership of Constituent Corporations.

(a) The sole member of both NYUHC and HJD is Mount Sinai-NYU Health (the "Member"). The Member has the authority to vote on all issues specified by the NPCL and otherwise reserved to the Member pursuant to the Bylaws of NYUHC and the Bylaws of HJD.

(b) There are no holders of certificates evidencing capital contributions or subventions to either of the Constituent Corporations.

Section IV. Filing Date of the Surviving Corporation's Certificate of Incorporation. The Certificate of Incorporation of NYUHC was filed by the New York Department of State on November 24, 1997.

Section V. Filing Date of HJD's Certificate of Consolidation. The Certificate of Incorporation of HJD was filed by the New York Department of State on October 18, 1905.

Section VI. Approval of the Plan of Merger. As to each of the Constituent Corporations, the Plan of Merger was adopted in the following manner:

(a) The Plan of Merger was adopted by the Board of Trustees of NYUHC at a duly constituted meeting thereof held on May 25, 2004.

(b) The Plan of Merger was adopted by the Board of Trustees of HJD at a duly constituted meeting thereof held on June 30, 2004.

(c) The Plan of Merger was approved by the Member, being the sole member of each of the Constituent Corporations, pursuant to Sections 903 and 613(c) of the NPCL (the "NPCL"), by the affirmative vote of at least two-thirds (2/3) of the votes cast by the Trustees of the Member at a duly constituted meeting of Member's Board of Trustees held on June 3, 2004, which number of affirmative votes was at least equal to a quorum.

Section VII. Amendment to the Surviving Corporation's Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation shall not be amended in connection with the Merger.

Section VIII. Effective Date. The effective date of the Merger shall be January 1, 2006 (the "**Effective Date**").

IN WITNESS WHEREOF, each of the undersigned corporations have caused this Certificate of Merger to be executed by its duly authorized officers as of the date set forth below.

NYU HOSPITALS CENTER

By: 

Name: Robert M. Glickman, M.D.

Title: Chief Executive Officer

Dated: 10/30/05

HOSPITAL FOR JOINT DISEASES
ORTHOPAEDIC INSTITUTE

By: 

Name: David A. Dibner

Title: Chief Executive Officer

Dated: 10/31/05