

Form PTO-1595 (Rev. 03-09)
OMB No. 0651-0027 (exp. 03/31/2009)

U.S. DEPARTMENT OF COMMERCE
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RECORDATION FORM COVER SHEET PATENTS ONLY

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)

Axya Holdings, Inc.

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

2. Name and address of receiving party(ies)

Name: Tomler, Inc.

Internal Address: _____

Street Address: 3601 West 76th Street, Suite 200

City: Edina

State: Minnesota

Country: US Zip: 55435

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

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

Execution Date(s) July 25, 2008

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

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

6,358,271

Additional numbers attached? Yes No

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

Name: Ann Kulprathipanja

Internal Address: 2200 Wells Fargo Center

Street Address: 90 South Seventh Street

City: Minneapolis

State: MN Zip: 55402

Phone Number: 612/766-7000

Fax Number: 612/766-1600

Email Address: akulprathipanja@faegre.com

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 to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

Deposit Account Number 060029

Authorized User Name Ann Kulprathipanja

9. Signature:

/Ann Kulprathipanja/
Signature

09/10/09
Date

Ann Kulprathipanja
Name of Person Signing

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

4

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

CH \$40.00 060029 6358271

Delaware

PAGE 1

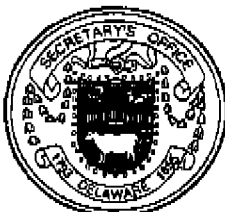
The First State

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 MERGER, WHICH MERGES:

"AXYA HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TORNIER, INC." UNDER THE NAME OF "TORNIER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JULY, A.D. 2008, AT 5:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF JULY, A.D. 2008, AT 11:59 O'CLOCK P.M.

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



2309680 8100M

080820302

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6753810

DATE: 07-25-08

PATENT
REEL: 023208 FRAME: 0916

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:30 PM 07/25/2008
 FILED 05:31 PM 07/25/2008
 SRV 080820302 ~ 2309680 FILE

CERTIFICATE OF MERGER
 of
AXYA HOLDINGS, INC.
 (a Delaware corporation)
 with and into
TORNIER, INC.
 (a Delaware corporation)

The undersigned corporation, Tornier, Inc., a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Tornier, Inc.	Delaware
Axya Holdings, Inc.	Delaware

SECOND: That an Agreement of Merger, dated July 27, 2008, between Tornier, Inc. and Axya Holdings, Inc. has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Tornier, Inc.

FOURTH: That the certificate of incorporation of Tornier, Inc. shall be the certificate of incorporation of the surviving corporation.


FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, 3601 West 76th Street, Suite 200, Edina, Minnesota 55435.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That, pursuant to Section 103(c)(4) of the General Corporation Law of the State of Delaware, the merger shall be effective on July 27, 2008 at 11:59 p.m. EST.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by a duly authorized officer of Tornier, Inc. this 25 day of July, 2008.

TORNIER, INC.

By: 

Douglas W. Kohrs
Its Chief Executive Officer

(Signature Page to Certificate of Merger between Axys Holdings, Inc. and Tornier, Inc.)