

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/27/2008
CONVEYING PARTY DATA	
Name	Execution Date
AXYA MEDICAL, INC.	07/25/2008
RECEIVING PARTY DATA	
Name:	AXYA HOLDINGS, INC.
Street Address:	3601 West 76th Street
Internal Address:	Suite 200
City:	Edina
State/Country:	MINNESOTA
Postal Code:	55435
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11273078
CORRESPONDENCE DATA	
Fax Number:	(303)607-3600
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(303) 607-3500
Email:	ammiller@faegre.com
Correspondent Name:	Benjamin S. Fernandez
Address Line 1:	1700 Lincoln Street
Address Line 2:	Suite 3200
Address Line 4:	Denver, COLORADO 80203
ATTORNEY DOCKET NUMBER:	368546
NAME OF SUBMITTER:	Benjamin S. Fernandez
Total Attachments: 4	

OP \$40.00 11273078

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PATENT
REEL: 023908 FRAME: 0047

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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:

"AXYA MEDICAL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AXYA HOLDINGS, INC." UNDER THE NAME OF "AXYA HOLDINGS, 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 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SEVENTH DAY OF JULY, A.D. 2008, AT 11:58 O'CLOCK P.M.

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



4181540 8100M

080820291

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6753796

DATE: 07-25-08

PATENT
REEL: 023908 FRAME: 0049

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:30 PM 07/25/2008
FILED 05:30 PM 07/25/2008
SRV 080820291 - 4181540 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
AXYA MEDICAL, INC.
INTO
AXYA HOLDINGS, INC.**

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

Axya Holdings, Inc., a corporation incorporated on the 26th day of June, 2006, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: That Axya Holdings, Inc., a Delaware corporation (the "**Corporation**"), owns all of the outstanding shares of stock of Axya Medical, Inc.

SECOND: That the Corporation owns 100% of the capital stock of Axya Medical, Inc., a corporation incorporated on the 13th day of March, 1998, pursuant to the provisions of the State of Delaware and that the Corporation, by a Written Consent of its Board of Directors effective on the 27th day of July, 2008, determined to and did merge into itself Axya Medical, Inc., which resolution is in the following words to wit:

WHEREAS the Corporation lawfully owns 100% of the outstanding stock of Axya Medical, Inc., a corporation organized and existing under the laws of the State of Delaware, and

WHEREAS the Corporation desires to merge into itself Axya Medical, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge into itself Axya Medical, Inc. and assumes all of its obligations, and

FURTHER RESOLVED, that the officers of the Corporation hereby are, and each of them acting alone hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge Axya Medical, Inc., and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware; and

FURTHER RESOLVED, that all actions taken to date by the officers of the Corporation determined to be necessary or appropriate to carry out the Merger are hereby ratified and approved; and

FURTHER RESOLVED, that the officers of the Corporation hereby are, and each of them acting alone hereby is, authorized to the full extent allowed by statute to take such other action as such officers acting jointly, or any of them acting alone, shall

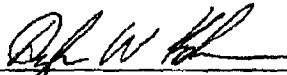
deem necessary and appropriate to carry out the Merger.

FURTHER RESOLVED, that the merger shall become effective on July 27, 2008 at 11:58 p.m. EST.

[Signature page follows]

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

AXYA HOLDINGS, INC.,
a Delaware Corporation

By: 
Douglas W. Kohrs
Its Chief Executive Officer

(Signature Page to Certificate of Ownership and Merger between Axya Holdings, Inc. and Axya
Medical, Inc.)