

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 Holdings, Inc.	07/25/2008
RECEIVING PARTY DATA	
Name:	Tornier, Inc.
Street Address:	3601 W. 76th Street
Internal Address:	Suite 200
City:	Edina
State/Country:	MINNESOTA
Postal Code:	55435
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5941901
CORRESPONDENCE DATA	
Fax Number:	(612)766-1600
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	612-766-7000
Email:	kstefano@faegre.com
Correspondent Name:	Kristine Stefano
Address Line 1:	90 South Seventh Street
Address Line 2:	2200 Wells Fargo Center
Address Line 4:	Minneapolis, MINNESOTA 55402
ATTORNEY DOCKET NUMBER:	368502
NAME OF SUBMITTER:	Kristine Stefano
Total Attachments: 3	

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PATENT
REEL: 024320 FRAME: 0605

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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 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.



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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: 024320 FRAME: 0607

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.

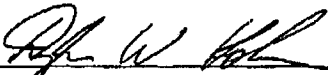
FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, 3601 West 76th Street, Suite 200, Edina, Minnesota 55435.

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.)