

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009
CONVEYING PARTY DATA	
Name	Execution Date
Kirwan Surgical Holding Trust	12/24/2008
RECEIVING PARTY DATA	
Name:	KIRWAN SURGICAL PRODUCTS LLC
Street Address:	180 Enterprise Drive
Internal Address:	P.O. Box 427
City:	Marshfield
State/Country:	MASSACHUSETTS
Postal Code:	02050
PROPERTY NUMBERS Total: 17	
Property Type	Number
Patent Number:	5133714
Patent Number:	5196009
Patent Number:	5290285
Patent Number:	6298550
Patent Number:	6059783
Patent Number:	5989249
Patent Number:	5957928
Patent Number:	6174301
Patent Number:	6228084
Patent Number:	6406476
Patent Number:	6749610
Patent Number:	5895386
Patent Number:	7402754

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PATENT
REEL: 026182 FRAME: 0561

CH \$680.00 5133714

Application Number:	12398685
Patent Number:	7789882
Patent Number:	7621911
Application Number:	11705370

CORRESPONDENCE DATA

Fax Number: (617)451-0313

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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ATTORNEY DOCKET NUMBER:	KRWAN-PATENTS
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NAME OF SUBMITTER:	Beverly E. Hjorth
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Total Attachments: 3

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DEC 29 2008

**CERTIFICATE OF CONSOLIDATION OR MERGER
OF**

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

KIRWAN SURGICAL HOLDING TRUST
(a Massachusetts Business Trust with Transferable Shares)
(the "Merged Entity")

WITH AND INTO

KIRWAN SURGICAL PRODUCTS LLC
(a Massachusetts Limited Liability Company)
(the "Surviving Entity")

Pursuant to the provisions of Section 59 of Chapter 156C of the Massachusetts General Laws (the "Massachusetts Limited Liability Company Act"), and the provisions of Section 2 of Chapter 182 of the Massachusetts General Laws, the undersigned hereby certify as follows:

1. Federal Identification Numbers. The federal identification numbers of the Merged Entity and the Surviving Entity are as follows:

- a. Kirwan Surgical Holding Trust (Merged Entity): 04-3542246
- b. Kirwan Surgical Products LLC (Surviving Entity): 26-2477686

2. Names and Offices.

- a. The name of the Merged Entity is: Kirwan Surgical Holding Trust (the "Trust"). Its office location is 180 Enterprise Drive, P.O. Box 427, Marshfield, MA 02050.
- b. The name of the Surviving Entity is: Kirwan Surgical Products LLC (the "LLC"). Its office location is 180 Enterprise Drive, P.O. Box 427, Marshfield, MA 02050.

3. Dates and Jurisdiction of Formation.

- a. The Trust was organized in Massachusetts under a Declaration of Trust dated December 19, 2000, and filed with the Secretary of the Commonwealth of Massachusetts. The Declaration of Trust was amended pursuant to a First Amendment dated March 31, 2008, and filed with the Secretary of the Commonwealth of Massachusetts on April 10, 2008. The said First Amendment expressly authorizes the merger of the Trust with and into a limited liability company.
- b. The LLC was formed as a Massachusetts limited liability company by the filing on April 24, 2008 of a Certificate of Organization with the Secretary of the Commonwealth of Massachusetts.

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4. Authorization. The merger has been duly adopted in accordance with the laws of the Commonwealth of Massachusetts and the provisions of the respective governing documents of the Trust and the LLC, and an Agreement and Plan of Merger has been duly approved and executed by the Trust and the LLC.

5. Effective Date. The merger is to be effective on January 1, 2009.

6. Merger Records. The Agreement and Plan of Merger will be kept on file at the office of the LLC, 180 Enterprise Drive, P.O. Box 427, Marshfield, MA 02050, a copy of which will be furnished by the LLC upon request and without cost to any member of the LLC or to any person holding an interest in any other business entity party to the merger.

7. Additional Information Regarding Surviving Entity.

a. Manager. The Manager of the LLC is Scott A. Kirwan, P.O. Box 427, 180 Enterprise Drive, Marshfield, Massachusetts 02050.

b. Execution of Documents. Scott A. Kirwan is authorized to (i) execute any document to be filed with the Secretary of State of the Commonwealth of Massachusetts, and (ii) execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property, whether to be recorded with a registry of deeds or a district office of the land court.

c. No Amendment to Certificate of Organization. No amendments are being made to the Certificate of Organization of the LLC pursuant to the Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned hereby affirm under the penalties of perjury that the facts stated herein are true, this 24th day of December, 2008.

KIRWAN SURGICAL HOLDING TRUST

KIRWAN SURGICAL PRODUCTS LLC

By: Jean M. Kirwan
Jean M. Kirwan, Trustee

By: Scott A. Kirwan
Scott A. Kirwan, Manager

By: Scott A. Kirwan
Scott A. Kirwan, Trustee

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MGL CHAPTER 182

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William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

License & Est. Lic.

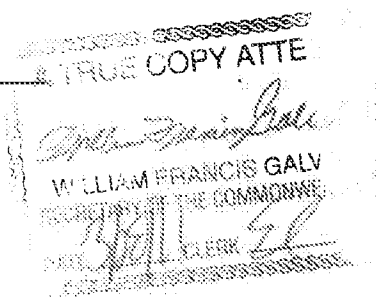
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Cons. Y N

Pr.Off _____

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