

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/28/2007

**CONVEYING PARTY DATA**

Name	Execution Date
Vita Licensing, Inc.	09/27/2007
Partisyn Corp.	09/27/2007

**RECEIVING PARTY DATA**

Name:	Orthovita, Inc.
Street Address:	77 Great Valley Parkway
City:	Malvern
State/Country:	PENNSYLVANIA
Postal Code:	19355

**PROPERTY NUMBERS Total: 6**

Property Type	Number
Patent Number:	5681872
Patent Number:	6375659
Patent Number:	6613018
Patent Number:	6800245
Patent Number:	7544196
Patent Number:	7589133

**CORRESPONDENCE DATA**

Fax Number: (610)640-1965  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (610) 640-5800  
 Email: kcasey@stradley.com  
 Correspondent Name: Kevin R. Casey  
 Address Line 1: 30 Valley Stream Parkway  
 Address Line 4: Malvern, PENNSYLVANIA 19355

CH \$240.00 5681872

**PATENT**

**501523832**

**REEL: 026241 FRAME: 0224**

ATTORNEY DOCKET NUMBER:	183910-0001
NAME OF SUBMITTER:	Kevin R. Casey
Total Attachments: 8 source=VLI Merger Into Orthovita#page1.tif source=VLI Merger Into Orthovita#page2.tif source=VLI Merger Into Orthovita#page3.tif source=VLI Merger Into Orthovita#page4.tif source=VLI Merger Into Orthovita#page5.tif source=VLI Merger Into Orthovita#page6.tif source=VLI Merger Into Orthovita#page7.tif source=VLI Merger Into Orthovita#page8.tif	

# 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:

"PARTISYN CORP.", A DELAWARE CORPORATION,

"VITA LICENSING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ORTHOVITA, INC." UNDER THE NAME OF "ORTHOVITA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2007, AT 12:30 O'CLOCK P.M.

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

4431352 8100M

071064762



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6036971

DATE: 09-28-07

PATENT  
REEL: 026241 FRAME: 0226

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**PARTISYN CORP.**

**AND**

**VITA LICENSING, INC.**

**INTO**

**ORTHOVITA, INC.**

(Pursuant to Section 253 of the General Corporate Law of the State of Delaware)

Orthovita, Inc., a corporation incorporated on the 26th day of June, 1992, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "Corporation"), does hereby certify as follows:

1. The Corporation owns all of the outstanding shares of the capital stock of each of Partisyn Corp., a corporation incorporated on the 9th day of December, 1997, pursuant to the provisions of the General Corporation Law of the State of Delaware ("Partisyn"), and Vita Licensing, Inc., a corporation incorporated on the 29th day of June, 1998, pursuant to the provisions of the General Corporation Law of the State of Delaware ("Vita Licensing" and, together with Partisyn, the "Subsidiaries").
2. The Board of Directors of the Corporation adopted the following resolutions by unanimous written consent on September 27, 2007 to approve the merger of each of the Subsidiaries into the Corporation:

RESOLVED, that the merger of each of the Subsidiaries into the Corporation and the assumption of all of the rights and obligations of each of the Subsidiaries by the Corporation are hereby approved; and

FURTHER RESOLVED, that the appropriate officers of the Corporation are, and each of them is, hereby authorized to execute and deliver for filing with the Secretary of State of the State of Delaware the Certificate of Ownership and Merger and for filing with the Department of State of the Commonwealth of Pennsylvania Articles of Merger, pursuant to which each of the Subsidiaries shall be merged with and into the Corporation, and the Corporation shall assume the liabilities and obligations of each of the Subsidiaries, each in such form, with such additions, deletions or changes therein, and modifications thereof, if any, as any such officer shall approve in accordance with applicable law, his or her

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:30 PM 09/28/2007  
FILED 12:30 PM 09/28/2007  
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signature to be conclusive evidence of his or her approval of such additions, deletions, changes or modifications; and

FURTHER RESOLVED, that the appropriate officers are, and each of them is, hereby authorized and directed to take all other actions that they, or any of them, may deem necessary or appropriate in order to effect the purpose and intent of the foregoing resolutions.

3. The Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Vita Licensing or Partisyn, as well as for enforcement of any obligation of the Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the Corporation at 77 Great Valley Parkway, Malvern, PA 19355.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership  
and Merger this 27<sup>th</sup> day of September, 2007.

ORTHOVITA, INC.

By: 

Antony Koblish  
President and CEO

DMS\566571.3

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**



**Articles/Certificate of Merger  
(15 Pa. C.S.)**

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

**COPY**

Name <u>CT Corporation System</u>		
Address <b>CT CORP-COUNTER</b>		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.  
←

**Fee:** \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is:  
Orthovita, Inc.

2. Check one of the following:

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
<u>77 Great Valley Parkway</u>	<u>Malvern</u>	<u>PA</u>	<u>19355</u>	<u>Chester</u>
(b) Name of the Commercial Registered Office Provider				County
c/o:				

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County

PA DEPT OF STATE  
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The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership and the address of its principal office under laws of such domiciliary jurisdiction is:

(a) Number and Street                      City                      State                      Zip                      County

3. The name and address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name                      Registered Office Address                      Commercial Registered Office Provider                      County

Partisyn Corp. (DE corp) - Non-qualified - c/o CSC Entity Services, 103 Foulk Rd., Ste. 200, Wilmington, DE 19803 - New Castle

Vita Licensing, Inc. (DE corp) - Non-qualified - c/o CSC Entity Services, 103 Foulk Rd., Ste. 200, Wilmington, DE 19803 - New Castle

4. Check and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on:

Date:                      Hour:

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name                      Manner of Adoption

Orthovita, Inc. - Adopted by action of the Board of Directors of the parent corporation pursuant to 15 Pa. C.S. § 1924(b)(3)

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~

~~The plan was authorized, adopted or approved, as the case may be, by the foreign business corporations party to the plan in accordance with the laws of the jurisdiction in which they are incorporated/organized.~~

7. Check and if appropriate complete, one of the following

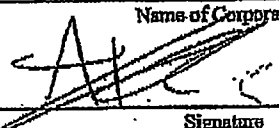
The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa. C.S. § 1901/§ 8547(b) (relating to omission of certain provision from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

77 Great Valley Parkway                      Malvern                      PA                      19355                      Chester  
Number and street                      City                      State                      Zip                      County



IN TESTIMONY WHEREOF, the undersigned corporations have caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this 27<sup>th</sup> day of September, 2007.

Orthovita, Inc.
Name of Corporation
By: 
Signature
Antony Koblisch
Title
Chief Executive Officer
Title
Name of Corporation
Signature
Title
Name of Corporation
Signature
Title

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Docketing Statement (Changes)  
DSCB:15-134B

**BUREAU USE ONLY:**

Revenue  Labor & Industry  
 Other \_\_\_\_\_  
File Code \_\_\_\_\_ Filed Date \_\_\_\_\_

**Part I. Complete for each filing**

Current name of entity or registrant (survivor or new entity if merger or consolidation):  
Orthovita, Inc.

Entity number, if known: 2096330 Incorporation/qualification date in PA: 6/26/92  
State of Inc: Pennsylvania Federal EIN: \_\_\_\_\_ Specified effective date, if any: \_\_\_\_\_

**Part II. Check proper box:**

Amendment (complete Section A)  Merger, Consolidation or Division (complete Section B, C, or D)  
 Consolidation (complete Section C)  Division (complete Section D)  
 Conversion (complete Section A & B)  Correction (complete Section A)  
 Termination (complete Section H)  Revival (complete Section G)  
 Dissolution before Commencement of Business (complete Section F)

Section A - Check box(es) which pertain to changes:

Name:  
\_\_\_\_\_

Registered Office: Number & street/RD number & box number City State Zip County  
\_\_\_\_\_

Purpose:  
\_\_\_\_\_

Stock (aggregate number of shares authorized): \_\_\_\_\_  Effective date: \_\_\_\_\_  
 Term of Existence: \_\_\_\_\_  Other: \_\_\_\_\_

Section B - Merger Complete Section A if any changes to surviving entity:

Merging Entities are: (attach sheet for additional merging entities)

Name:	Entity #, if known:
<u>Vita Licensing, Inc.</u>	
Effective date:	Inc./qual. date in PA
	Non-qualified
	State of Inc.
	Delaware

Name:	Entity #, if known:
<u>Partisyn Corp.</u>	
Effective date:	Inc./qual. date in PA
	Non-qualified
	State of Inc.
	Delaware

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