

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					
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>AXYA HOLDINGS, INC.</td> <td>07/25/2008</td> </tr> </tbody> </table>		Name	Execution Date	AXYA HOLDINGS, INC.	07/25/2008
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AXYA HOLDINGS, INC.	07/25/2008				
RECEIVING PARTY DATA					
Name:	TORNIER, INC.				
Street Address:	3601 West 76th Street				
Internal Address:	Suite 200				
City:	Edina				
State/Country:	MINNESOTA				
Postal Code:	55435				
PROPERTY NUMBERS Total: 1					
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>6286746</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	6286746
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Patent Number:	6286746				
CORRESPONDENCE DATA					
Fax Number:	3036073600				
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>					
Phone:	(303) 607-3500				
Email:	aimee.miller@faegreBD.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:	479740.000018				
NAME OF SUBMITTER:	Benjamin S. Fernandez				
Total Attachments: 3 source=AxyaHoldings-TornierMerger#page1.tif source=AxyaHoldings-TornierMerger#page2.tif source=AxyaHoldings-TornierMerger#page3.tif					

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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: 029337 FRAME: 0972

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.

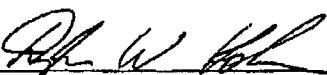
FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, 3601 West 76th Street, Suite 200, Edina, Minnesota 55435.

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 Axya Holdings, Inc. and Tornier, Inc.)