

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3670144

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CHANGE OF NAME	
CONVEYING PARTY DATA		
	Name	Execution Date
	TOBY ORTHOPAEDICS, LLC	07/24/2012
RECEIVING PARTY DATA		
Name:	TOBY ORTHOPAEDICS, INC.	
Street Address:	401 SW 42ND AVENUE	
Internal Address:	SUITE 200	
City:	MIAMI	
State/Country:	FLORIDA	
Postal Code:	33134	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	13412039
CORRESPONDENCE DATA		
Fax Number:	(330)877-2030	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	3308770700	
Email:	USPTO-docketing@martinferraro.com	
Correspondent Name:	MARTIN & FERRARO, LLP	
Address Line 1:	1557 LAKE O'PINES STREET, NE	
Address Line 4:	HARTVILLE, OHIO 44632	
ATTORNEY DOCKET NUMBER:	153.0015-00000	
NAME OF SUBMITTER:	THOMAS H. MARTIN	
SIGNATURE:	/THOMAS H. MARTIN/	
DATE SIGNED:	12/22/2015	
Total Attachments: 11		
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 30, 2012

STEPHANIE MILNES
CSC
TALLAHASSEE, FL

Re: Document Number P12000065898

The Certificate of Conversion and Articles of Incorporation were filed July 27, 2012, with an organizational date deemed effective March 31, 2003, for TOBY ORTHOPAEDICS, INC., the resulting Florida corporation.

The certification you requested is enclosed.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. **It is your responsibility to remember to file your annual report in a timely manner.**

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6051, the Registration Filing Section.

Buck Kohr
Regulatory Specialist II
Division of Corporations

Letter Number: 012A00019849

Account number: I20000000195


Amount charged: 180.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

PATENT
REEL: 037371 FRAME: 0366

State of Florida



Department of State

I certify the attached is a true and correct copy of the Certificate of Conversion and Articles of Incorporation, filed on July 27, 2012, with an organizational date deemed effective March 31, 2003, for TOBY ORTHOPAEDICS, INC., the resulting Florida corporation, as shown by the records of this office.

The document number of this entity is P12000065898.



CR2EO22 (1-11)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Thirtieth day of July, 2012

Ken Detzner

Ken Detzner
Secretary of State

PATENT

REEL: 037371 FRAME: 0367

**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
OTHER BUSINESS ENTITY**

(Pursuant to Florida Statutes §608.4403 and §607.115(1))

FILED
IN 11:11 AM
JUL 27 2003
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Sections 608.4403 and 607.115(1), of the Florida Limited Liability Company Act.

1. The name of the Florida Limited Liability Company converting into an "Other Business Entity" is Toby Orthopaedics, LLC, formed March 31, 2003, under document number L03000011535.
2. The name of the "other business entity" into which the Florida Limited Liability Company will be converted will be Toby Orthopaedics, Inc. (the "Company"). The Company is a Florida corporation to be organized pursuant to the Florida Business Corporation Act.
3. The conversion of Toby Orthopaedics, LLC into the Company is permitted in compliance with Chapter 608, Florida Statutes, and the conversion complies with the Florida Business Corporation Act governing the "Other Business Entity".
4. The Plan of Conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, Florida Statutes.
5. The written consent of each member who, as a result of the conversion, is now a shareholder of the surviving entity was obtained pursuant to Section 608, Florida Statutes.
6. The conversion of Toby Orthopaedics, LLC into the Company shall be effective immediately upon the filing of this Certificate of Conversion and the Articles of Incorporation for the Company.
7. The principal office of the Company shall be located at 1805 Ponce de Leon Boulevard, Suite 501, Coral Gables, Florida 33134.
8. The Company has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595, Florida Statutes.

This Certificate of Conversion may be executed in any number of counterparts, and/or by facsimile, each of which counterpart (original or facsimile) shall be deemed to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

Signed this 24th day of July, 2012.

Toby Orthopaedics, Inc.

By: 

Name: Christine Menedis

Title: Director

Toby Orthopaedics, LLC

By: 

Name: Christine Menedis

Title: Manager

By: 

Name: Eduardo Gonzalez-Hernandez

Title: Director

By: 

Name: Eduardo Gonzalez-Hernandez

Title: Manager

PLAN OF CONVERSION

THIS PLAN OF CONVERSION ("Plan"), dated as of July 24, 2012, is made to convert Toby Orthopaedics, LLC, a Florida limited liability company (the "Converting Company"), to Toby Orthopaedics, Inc., a Florida corporation (the "Surviving Company"). This Plan is executed pursuant to the Florida Business Corporation Act ("FBCA") and the Florida Limited Liability Company Act ("FLLCA").

SECTION 1. TERMS AND CONDITIONS OF CONVERSION; EFFECT OF CONVERSION.

(a) The conversion shall become effective upon the date (the "Effective Date") set forth in the Certificate of Conversion (as defined in Section 3). On the Effective Date, the Converting Company shall convert into the Surviving Company (the "Conversion"). In no event shall the Effective Date be a date later than that permitted by the FBCA or the FLLCA.

(b) Pursuant to the Conversion, the Articles of Incorporation attached as **Exhibit A** shall be the Articles of Incorporation of the Surviving Company.

(c) From and after the Effective Date, the members of the Converting Company shall be the shareholders of the Surviving Company.

(d) The offices and facilities of the Converting Company immediately prior to the Effective Date shall continue as the established offices and facilities of the Surviving Company on and after the Effective Date. The principal address and mailing address of the Converting Company located at 1805 Ponce de Leon Boulevard, Suite 501, Coral Gables, Florida 33134 shall continue as the principal address and mailing address of the Surviving Company on and after the Effective Date. The registered agent of the Surviving Company shall be Christine Menedis, with a registered office at 1805 Ponce de Leon Boulevard, Suite 501, Coral Gables, Florida 33134.

SECTION 2. CONDITIONS PRECEDENT; MANAGER AND MEMBER APPROVAL.

Effectuation of the Conversion and the other transactions herein provided is conditioned on the receipt of all consents, orders, and approvals, and satisfaction of all other requirements prescribed by law, that are necessary for the consummation of the Conversion (and such other transactions), including without limitation the adoption and approval of this Plan by members and managers of the Converting Company pursuant to Sections 607.1112 and 607.1103 of the FBCA and Section 608.439(8) of the FLLCA.

SECTION 3. FILING.

If all of the conditions contemplated in Section 2 have been satisfied in accordance with Section 2, and this Plan has not have been terminated as provided in Section 4, the Converting Company shall cause a certificate of conversion meeting the requirements of Section 607.1113(1) of the FBCA and Section 608.439(3) of the FLLCA (the "Certificate of Conversion") to be properly executed and filed with the Florida Department of State.

SECTION 4. TERMINATION AND AMENDMENT.

(a) At any time prior to the filing of the Certificate of Conversion with the Florida Department of State, this Plan may be terminated by the members of the Converting Company. In the event this Plan is so terminated, it shall be of no further force or effect and there shall be no liability by reason of this Plan (or its termination) on the Converting Company, its members, or any of the Converting Company's managers, officers, employees, agents, assigns, or successors.

(b) This Plan represents the entire understanding with respect to the subject matter hereof and may be amended, modified, or supplemented only by a writing executed prior to the filing of the Certificate of Conversion by the Converting Company with the Florida Department of State.

SECTION 5. CONSTRUCTION OF TERMS. All provisions and any variations thereof used herein shall be deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of such person or persons shall require. References herein to a "Section" without reference to the FBCA or the FLLCA refer to the corresponding Section of this Plan.

SECTION 6. GOVERNING LAW. This Plan shall be governed by the laws of the State of Florida.

This Plan may be executed in any number of counterparts, and/or by facsimile, each of which counterpart (original or facsimile) shall be deemed to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

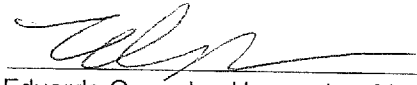
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Converting Entity has caused this Plan to be duly executed on its behalf by its Member Managers, as of the date first above written.

Toby Orthopaedics, LLC

By: 

Christine Menedis, Manager

And By: 

Eduardo Gonzalez-Hernandez, Manager

EXHIBIT A

ARTICLES OF INCORPORATION

(See Attached)

ARTICLES OF INCORPORATION
OF
TOBY ORTHOPAEDICS, INC.

FILED
RECORDS & COMMUNICATIONS
SECTION
12 JUL 27 AM 11:14

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Toby Orthopaedics, Inc. The initial principal office street and mailing address of the Company is 1805 Ponce de Leon Boulevard, Suite 501, Coral Gables, Florida 33134.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 1805 Ponce de Leon Boulevard, Suite 501, Coral Gables, Florida 33134, and the name of its initial registered agent at that address is Christine Menedis, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Christine Menedis	3773 Matheson Avenue Coconut Grove, Florida 33133
Eduardo Gonzalez-Hernandez	3773 Matheson Avenue Suite 501 Coconut Grove, Florida 33133

Naveen Trehan

440 East 23rd Street
Apt #13C
New York, New York 10010

Diego L. Fernandez

Lindenhofspital (Hochhaus 11. Stock)
Bremgartenstrasse 119
3012 Bern, Switzerland

Peter Menedis

9789 Mantova Drive
Lake Worth, Florida 33467

ARTICLE VII - INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was an officer or director of the Company or is or was serving at the request of the Company as an officer or director, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

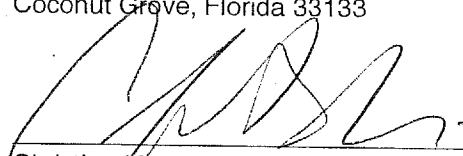
Name

Address

Christine Menedis

3773 Matheson Avenue
Coconut Grove, Florida 33133

Dated: July 24, 2012

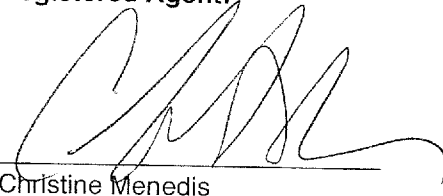

Christine Menedis, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 24th day of July, 2012.

Registered Agent:

A handwritten signature in black ink, appearing to read 'CM', is written over a horizontal line.

Christine Menedis