

11-08-2000



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7.31.00

JOHNSON & JOHNSON
 One Johnson & Johnson Plaza
 New Brunswick, New Jersey 08933
 (732) 524-2842

1. NAME OF CONVEYING PARTY: <i>Orthopedic Technology, Inc.</i> <i>1905 N. MacArthur Drive</i> <i>Tracy, CA 95376</i>	2. NAME AND ADDRESS OF RECEIVING PARTY: <i>DePuy Orthopaedic Technology, Inc.</i> <i>(a Delaware Corporation)</i> <i>1905 N. MacArthur Drive</i> <i>Tracy, CA 95376</i>
3. NATURE OF CONVEYANCE: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other 3A. EXECUTION DATE: <i>August 15, 1996</i>	2A. ASSIGNEE A FOREIGN ENTITY: YES: <input type="checkbox"/> NO: <input checked="" type="checkbox"/> 2B. DOMESTIC REPRESENTATIVE DESIGNATED: YES: <input type="checkbox"/> NO: <input checked="" type="checkbox"/>
4A. TRADEMARK APPLICATION NOS.: Additional numbers attached?	4B. TRADEMARK REGISTRATION NO(S): <i>1,838,617 (PERFORMER)</i> <i>1,835,341 (walker</i> <i> Slimline)</i>
5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED: <i>Maria Kirczow</i> <i>Johnson & Johnson</i> <i>One Johnson & Johnson Plaza</i> <i>New Brunswick, NJ 08933</i>	
6. TOTAL NUMBER OF TITLES: <i>2</i> 7. TOTAL FEE: <i>65.00 E</i> 8. CHARGE DEPOSIT ACCOUNT NUMBER: 10-0750 Our Ref:	9. The undersigned declares to the best of my knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document. <i>Maria C. Kirczow</i> Maria C. Kirczow Date: <i>7/28/00</i>

Maria.doc

9-28/2000 DNGUYEN 00000228 100750 1838617
 1 FC:481 40.00 CH
 2 FC:482 25.00 CH

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ORTHOPEDIC TECHNOLOGY, INC.", CHANGING ITS NAME FROM "ORTHOPEDIC TECHNOLOGY, INC." TO "DEPUY ORTHOPAEDIC TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF SEPTEMBER, A.D. 1996, AT 10 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

2324218 8100

960254692

AUTHENTICATION:

8089319

DATE:

09-03-96

TRADEMARK
REEL: 002169 FRAME: 0227

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ORTHOPEDIC TECHNOLOGY, INC.**

Orthopedic Technology, Inc., a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That all the Directors of the Corporation, by written consent filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation be amended to read in its entirety:

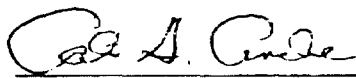
"The name of the corporation is DePuy Orthopaedic Technology, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its unanimous written consent in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Orthopedic Technology, Inc. has caused this certificate to be signed this fifteenth day of August, 1996.

ORTHOPEDIC TECHNOLOGY, INC.

By: 

Calvin G. Andre
President and Chief Executive Officer



A480982

SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

SEP - 6 1996



A handwritten signature in cursive script that reads "Bill Jones".

Secretary of State

A480982

ENDORSED
FILED

in the office of the Secretary of State
of the State of California

SEP - 5 1996

AMENDED STATEMENT BY
FOREIGN CORPORATION

Bill Jones
BILL JONES, Secretary of State

DePuy Orthopaedic Technology, Inc.
(Name of Corporation)

_____ a corporation organized
and existing under the laws of the State of Delaware and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was Orthopedic
Technology, Inc.

DEPUY ORTHOPAEDIC TECHNOLOGY, INC.
(Name of Corporation)

Calvin G. Andre

(Signature of Corporate Officer)

Calvin G. Andre, President and
Chief Executive Officer
(Typed Name and Title of Officer Signing)



SECRETARY OF STATE

#C1862110

CERTIFICATE OF QUALIFICATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 14th day of April, 1993, under its name at that time, and now named _____

DEPUY ORTHOPAEDIC TECHNOLOGY, INC.

a corporation organized and existing under the laws of Delaware,

complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and that as of said date said corporation became, and now is, qualified and authorized to transact intrastate business in the State of California, subject, however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 6th day of September, 1996

Bill Jones

Secretary of State

