

07-13-1998

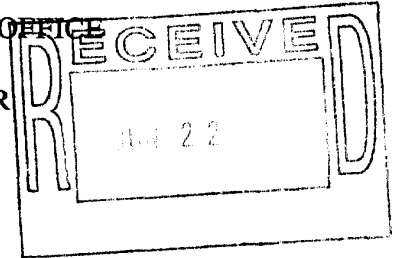
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100762072

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

COVER SHEET FORWARDING ASSIGNMENT OR
OTHER CONVEYANCE FOR RECORDING



Honorable Assistant Commissioner
for Trademarks
Box Assignments
Washington, D.C. 20231

Sir:

Please record the attached original document:

1. Name of conveying party: VENTRITEX, INC.
2. Name and address of receiving party: PACESETTER, INC.
701 E. Evelyn Avenue
Sunnyvale, CA 94086
3. Nature of conveyance: MERGER
4. Trademark Registration Nos.: SEE ATTACHED LISTINGS
5. Name and Address of party to whom correspondence concerning documents should be mailed: Steven M. Mitchell
PACESETTER, INC.
701 E. Evelyn Avenue
Sunnyvale, CA 94086
6. Total number of trademark registrations involved: 10
7. Total number of trademark applications involved: 3
8. Total Fee (37 CFR 2.6(b)(6)(i) and (ii)
Please charge deposit account No. 22-0265 in the amount of \$340.00 to cover the recording fee.
9. Please charge any additional fees due, or credit any overpayment to deposit account No. 22-0265.
10. The attached Certificate of Merger was executed on May 15, 1997.
11. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

Steven M. Mitchell
Reg. No. 31,857
Attorney for Applicant

PACESETTER, INC.
701 E. Evelyn Avenue
Sunnyvale, CA 94086
Tel (408) 522-6101
Date: June 16, 1998

1927116
00000300 220265
07/16/1998 TT0811
40.00 CH
300.00 CH
01 FC:401
02 FC:402

TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
CADENCE	1927116	10/17/95
CADENCE	1596222	05/15/90
CADENCE TVL	1909890	08/08/95
CONTOUR	2120839	12/16/97
HVS	1496665	07/19/88
TVL	1881362	02/28/95
VENTRITEX	1502068	08/30/88
VENTRITEX	1839314	06/14/94
CADET	1988899	07/23/96
SPL	2016266	11/12/96

TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>APPLICATION NO.</u>	<u>APPLICATION DATE</u>
FLATCAP	75/131464	06/10/96
ANGSTROM	75/181884	10/15/96
PROFILE	75/417609	01/13/98

State of Delaware
Office of the Secretary of State

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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 MERGER, WHICH MERGES:
"VENTRITEX, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PACESETTER, INC." UNDER THE NAME OF "PACESETTER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MAY, A.D. 1997, AT 3 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2400854 8100M

971188684

AUTHENTICATION:

8503361

DATE:

TRADEMARK
06-10-97

REEL: 1751 FRAME: 0568

CERTIFICATE OF MERGER

OF

VENTRITEX, INC.

WITH AND INTO

PACESSETTER, INC.

Under Section 251
of the General Corporation Law
of the State of Delaware

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Pacesetter, Inc., a Delaware corporation ("Pacesetter"), in connection with the merger of Ventritex, Inc., a Delaware corporation ("Ventritex"), with and into Pacesetter (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations to the Merger (the "Constituent Corporations") are:

<u>Name</u>	<u>State of Incorporation</u>
Pacesetter, Inc.	Delaware
Ventritex, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of October 23, 1996, as amended by Amendment No. 1 thereto dated as of March 28, 1997 (as amended, the "Merger Agreement"), among St. Jude Medical, Inc., a Minnesota corporation, Pacesetter and Ventritex, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: Pacesetter shall be the surviving corporation of the Merger. The name of the surviving corporation is Pacesetter, Inc.

FOURTH: The certificate of incorporation of Pacesetter shall be the certificate of incorporation of the surviving corporation.

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the surviving corporation located at 15900 Valley View Court, Sylmar, California 91392-9221.

SEVENTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 15th day of May, 1997.

PACESETTER, INC.

By: Franklin R. Rick
Name: FRANKLIN R RICK
Title: V.P. Finance