

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is made as of this 15th day of December, 1997, by and between SCIMED Life Systems, Inc., a Minnesota corporation ("SCIMED Life"), and Boston Scientific Technology, Inc., a Minnesota corporation ("BST"). SCIMED Life and BST are sometimes referred to hereinafter as the "Constituent Corporations."

WHEREAS, Boston Scientific Corporation, a Delaware corporation ("BSC"), is the sole shareholder of SCIMED Life and of BST;

WHEREAS, the boards of directors of the Constituent Corporations and BSC, as the sole shareholder of BST, deem it advisable and have approved that BST merge with and into SCIMED Life upon the terms and conditions herein provided; and

WHEREAS, the parties intend that the merger contemplated hereby shall be a tax-free reorganization under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, and that this Merger Agreement shall constitute a plan of reorganization.

NOW, THEREFORE, the parties hereby adopt the plan of merger encompassed by this Merger Agreement and, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, do hereby agree that BST shall merge with and into SCIMED Life on the following terms and conditions:

ARTICLE

I.

TERMS AND CONDITIONS OF THE MERGER

- 1.1. Merger. As soon as practicable following the fulfillment (or waiver, to the extent permitted herein) of the conditions specified herein, BST shall be merged with and into SCIMED Life (the "Merger"), and SCIMED Life shall survive the Merger, and its Articles of Incorporation shall remain unchanged.
- 1.2. Effective Date. The Merger shall be effective upon the later of the filing of this Merger Agreement, together with appropriate articles of merger with respect thereto, with the Secretary of State of the State of Minnesota, as provided by the Minnesota Business Corporation Act or the close of business on December 31, 1997 (the "Effective Date").
- 1.3. Surviving Corporation. On the Effective Date, SCIMED Life, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Minnesota and shall succeed to all of the rights, privileges, powers and property of BST in the manner of and as more fully set forth in Section 302A.641 of the Minnesota Business Corporation Act, and the separate corporate existence of BST, except insofar as it may be continued by operation of law, shall cease and be terminated.

- 1.4. Capital Stock of SCIMED Life and BST. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each share of the capital stock of BST issued and outstanding immediately prior to the Merger shall be canceled. The authorized capital stock of SCIMED Life shall not be changed but shall be and remain the same as immediately prior to the Merger.
- 1.5. Employee Benefit Plans. SCIMED Life will assume all of the obligations of BST under any and all employee benefit plans in effect as of the Effective Date or with respect to which employee rights or accrued benefits are outstanding as of the Effective Date.

ARTICLE

2.

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

- 2.1. Articles of Incorporation. On the Effective Date, the Articles of Incorporation of SCIMED Life in effect immediately prior thereto shall remain unchanged and shall be the Articles of Incorporation of the Surviving Corporation.
- 2.2. Bylaws. The Bylaws of SCIMED Life in effect on the Effective Date shall continue to be the Bylaws of the Surviving Corporation without change or amendment until further amended in accordance with the provisions thereof and applicable law.
- 2.3. Directors. The directors of SCIMED Life immediately preceding the Effective Date shall continue to be the directors of the Surviving Corporation on and after the Effective Date to serve until their successors are duly elected and qualified.
- 2.4. Officers. The officers of SCIMED Life immediately preceding the Effective Date shall continue to be the officers of the Surviving Corporation on and after the Effective Date to serve until their successors are duly elected and qualified.

ARTICLE

3.

MISCELLANEOUS

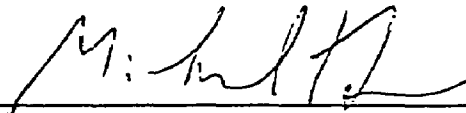
- 3.1. Further Assurances. From time to time and when required by the Surviving Corporation or by its successors and assigns there shall be executed and delivered on behalf of BST such deeds and other instruments and there shall be taken or caused to be taken by BST such further and other action as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of BST and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of BST or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

- 3.2. Amendment. At any time before the date of filing, this Merger Agreement may be amended in any manner (except that any of the principal terms may not be amended without the approval of the shareholders of BST if such amendment would in the sole discretion of the Board of Directors of BST have a material adverse effect on the rights of such shareholders) as may be determined in the judgment of the respective Boards of Directors of SCIMED Life and BST to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.
- 3.3. Conditions of Merger. The respective obligations of the Constituent Corporations to effect the transactions contemplated hereby are subject to satisfaction of the following conditions (any or all of which may be waived by either of the Constituent Corporations in its sole discretion to the extent permitted by law):
- (a) Any and all consents, permits, authorizations, approvals and orders material to consummation of the Merger shall have been obtained; and
 - (b) The Merger shall have been approved by the sole shareholder of BST.
- 3.4. Abandonment or Deferral. At any time before the date of filing, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either or both of the Constituent Corporations notwithstanding the approval of this Merger Agreement by the shareholder of BST, or the consummation of the Merger may be deferred for a reasonable period of time if, in the opinion of the Boards of Directors of the Constituent Corporations, such action would be in the best interest of such Constituent Corporations. In the event of termination of this Merger Agreement, this Merger Agreement shall become void and of no effect and there shall be no liability on the part of either Constituent Corporation or its Board of Directors or shareholders with respect thereto, except that BST shall pay all expenses of the Constituent Corporations incurred in connection with the Merger.
- 3.5. Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.


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IN WITNESS WHEREOF, the Merger Agreement, having first been duly approved by the Boards of Directors of SCIMED Life and BST and the sole shareholder of BST, is hereby executed on behalf of each of the Constituent Corporations and attested by their respective officers thereunto duly authorized.

SCIMED LIFE SYSTEMS, INC.

By: 
Michael Berman
Its: President

BOSTON SCIENTIFIC TECHNOLOGY, INC.

By: 
Daniel O. Adams
Its: Vice President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 23 1997



Secretary of State
TRADEMARK

REEL: 1881 FRAME: 0185

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Growe, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

*MN: BOSTON SCIENTIFIC TECHNOLOGY, INC.
MN: SCIMED LIFE SYSTEMS, INC.*

State of Formation and Name of Surviving Entity:

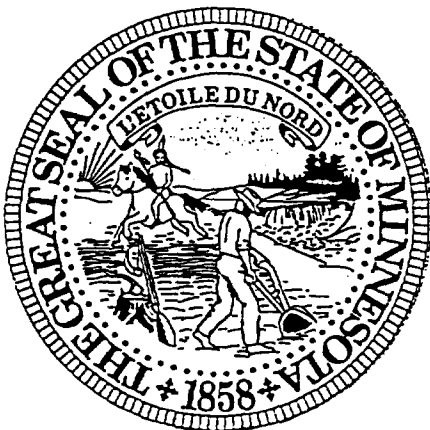
MN: SCIMED LIFE SYSTEMS, INC.

Effective Date of Merger: December 31, 1997

Name of Surviving Entity After Effective Date of Merger:

SCIMED LIFE SYSTEMS, INC

This certificate has been issued on: December 23, 1997



Joan Anderson Growe
Secretary of State.

TRADEMARK

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ARTICLES OF MERGER OF
BOSTON SCIENTIFIC TECHNOLOGY, INC.
WITH AND INTO
SCIMED LIFE SYSTEMS, INC.

Pursuant to Minnesota Business Corporation Act, § 302A.615, the undersigned, Boston Scientific Technology, Inc., a Minnesota corporation ("BST"), and SCIMED Life Systems, Inc., a Minnesota corporation ("SCIMED Life") hereby adopt the following Articles of Merger for the purpose of merging BST with and into SCIMED Life, with SCIMED Life being the surviving corporation.

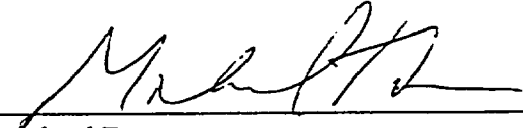
1. The Agreement and Plan of Merger between BST and SCIMED Life dated as of December 15, 1997 (the "Plan of Merger"), as required by Minnesota Business Corporation Act, § 302A.615, subdivision 1, is attached hereto as Exhibit A.

2. The sole shareholder of BST approved the Plan of Merger on December 15, 1997 pursuant to Minnesota Business Corporation Act, § 302A.613, subdivision 2. Pursuant to Minnesota Business Corporation Act, § 302A.613, subdivision 3 approval of the sole shareholder of SCIMED Life was not required.

3. The Boards of Directors of BST and SCIMED Life approved the Plan of Merger on December 15, 1997 pursuant to Minnesota Business Corporation Act, § 302A.613, subdivision 1.

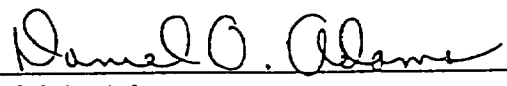
IN WITNESS WHEREOF, BST and SCIMED Life have caused these Articles of Merger to be executed by their respective officers thereunto duly authorized this 15th day of December, 1997.

SCIMED LIFE SYSTEMS, INC.

By: 
Michael Berman
Its: President

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BOSTON SCIENTIFIC TECHNOLOGY, INC.

By: 
Daniel O. Adams
Its: Vice President