

05-12-1999



LAW OFFICES

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April 21, 1999



RECORDATION FORM COVER SHEET

04-26-1999

U.S. Patent & TMOfr/TM Mail RcptDt. #33

TRADEMARKS ONLY

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OUR FILE NO. 990112

BOX ASSIGNMENTS/FEE
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:
Sulzer Intermedics, Inc.

___ Individual(s) ___ Association
___ General Partnership ___ Limited Partnership
X Corporation-State of Delaware
___ Other _____

2. Name and Address of Party(ies) receiving an interest:
Name: Intermedics, Inc.
Street Address: 4100 Hamline Avenue No.
City: St. Paul
State: Minnesota Zip: 55112-5798

___ Individual(s) citizenship _____
___ Association _____
___ General Partnership _____
___ Limited Partnership _____
X Corporation-State of Delaware
___ Other _____

If assignee is not domiciled in the United States, a domestic representative designated is attached: ___ Yes ___ No
(Designation must be a separate document from Assignment)

3. Nature of Conveyance:
___ Assignment ___ Merger
___ Security Agreement X Change of Name
___ Other _____

Execution Date: February 19, 1999

05/11/1999 DNGUYEN 00000296 7533376A

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TRADEMARK
REEL: 1895 FRAME: 0473

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/333,784
B. Trademark Registration No.(s)
5. Name and address of party of whom correspondence concerning document should be mailed:
Name: James T. Nikolai, Esq.
NIKOLAI, MERSEREAU & DIETZ, P.A.
Street Address: 900 Second Avenue South, #820
City: Minneapolis State: MN Zip: 55402-3325
6. Number of applications and registrations involved: one
7. Total Fee (37 CFR 3.41): \$40.00
 A check is enclosed.
8. The Commissioner is authorized to charge any fees or refund any overpayment under 37 CFR 2.6 which may be required by this paper to Deposit Account No. 08-1265.

DO NOT USE THIS SPACE

9. Statement and signature.
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.

James T. Nikolai
Name of Person Signing

James T. Nikolai
Signature

Date: Apr. 21, 1999

Total number of pages including cover sheet, attachments and document: 5

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SULZER INTERMEDICS INC.

Sulzer Intermedics Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

That Article I of the Corporation's Articles of Incorporation is hereby deleted and the following is substituted in lieu thereof:

"ARTICLE I

The name of the corporation is Intermedics Inc. (hereinafter referred to as the "Corporation")."

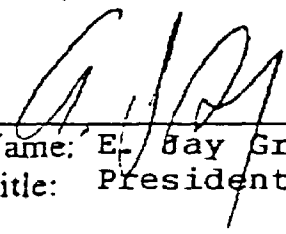
SECOND: That the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Sulzer Intermedics Inc. has caused this certificate to
be executed by its authorized officer, on this 17th day of February, 1999.

gll SULZER INTERMEDICS INC.

by:


Name: E. Graf
Title: President

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REEL: 1895 FRAME: 0476

Office of the Secretary of State

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 "SULZER INTERMEDICS INC.", CHANGING ITS NAME FROM "SULZER INTERMEDICS INC." TO "INTERMEDICS INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF FEBRUARY, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

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991067261

AUTHENTICATION: 9588177

DATE: 02-22-99
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RECORDED: 04/26/1999

REEL: 1895 FRAME: 0477