

*MM 9/30/99*

RECO 7

09-07-1999



EET

OMB No. 0651-0011 (exp. 4/94)

101136304

Tab settings

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

1. Name of conveying party(ies):  
NMT NeuroSciences (IP), Inc.  
27 Wormwood Street  
Boston, Massachusetts 02210

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: NMT Medical, Inc.

Internal Address: \_\_\_\_\_

Street Address: 27 Wormwood Street

City: Boston State: MA ZIP: 02110

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State Delaware

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 3, 1999

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,602,100

1,612,836

1,416,512

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James B. Lampert, Esq.

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

09/07/1999 DMGUYEN 00000094 080219 1602100

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

*Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.*

8. Deposit account number:

08-0219

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 CH  
02 FC:482 50.00 CH

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 B. Lampert  
Name of Person Signing

Signature

August 26 1999  
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 001953 FRAME: 0525

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 "NITINOL MEDICAL TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "NITINOL MEDICAL TECHNOLOGIES, INC." TO "NMT MEDICAL, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



2097342 8100

991223398

Handwritten signature of Edward J. Freel in cursive script.

---

Edward J. Freel, Secretary of State

AUTHENTICATION: 9784554

DATE: 06-03-99

CERTIFICATE OF AMENDMENT

OF

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

NITINOL MEDICAL TECHNOLOGIES, INC.

Pursuant to Section 242  
of the General Corporation Law  
of the State of Delaware

Nitinol Medical Technologies, Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:


By vote of the Board of Directors of the Corporation, a resolution was duly adopted pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. At a meeting of the stockholders of the Corporation, the stockholders of the Corporation duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That Article FIRST of the Second Amended and Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following new Article FIRST is inserted in lieu thereof:

FIRST. The name of the Corporation is NMT Medical, Inc.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 3rd day of June, 1999.

Nitinol Medical Technologies, Inc.

By:   
Name: Thomas M. Tully  
Title: President and Chief Executive Officer

clabner/106546.107/documents/amcrt0399.wpf

-2-

\*\* TOTAL PAGE 03 \*\*

TRADEMARK  
REEL: 001953 FRAME: 0528

RECORDED: 08/30/1999