

12-22-1999



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FILED  
12/16/99 RI

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New  
 Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_  
 Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_  
 Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

Assignment  License  
 Security Agreement  
 Merger  
 Change of Name  
 Other \_\_\_\_\_  
Effective Date  
Month Day Year  
1 28 99

**Conveying Party**

Mark if additional names of conveying parties attached

Name MAV Merger Corp. and Arterial Vascular Engineering, Inc.

Execution Date  
Month Day Year  
1 28 99

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  
 Association  Other  
Citizenship/State of Incorporation/Organization Delaware Corporations

**Receiving Party**

Mark if additional names of receiving parties attached

Name Medtronic AVE, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 3576 Unocal Place

Address (line 2) Santa Rosa, California 95403

Address (line 3) California 95403

Individual  General Partnership  Limited Partnership  Corporation  
 Association  
 Other \_\_\_\_\_  
X Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached

12/21/1999 DNGUYEN 00000301 012525 75354338

FOR OFFICE USE ONLY

FC:481 40.00 CH  
FC:482 700.00 CH

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

**TRADEMARK**  
**REEL: 002007 FRAME: 0527**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name \_\_\_\_\_

Address (line 1) \_\_\_\_\_

Address (line 2) \_\_\_\_\_

Address (line 3) \_\_\_\_\_

Address (line 4) \_\_\_\_\_

**Correspondent Name and Address**

Area Code and Telephone Number (707)541-3155

Name Richard L. Klein

Address (line 1) Medtronic AVE, Inc.

Address (line 2) 3576 Unocal Place

Address (line 3) Santa Rosa, CA 95403

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

# 6

**Trademark Application Number(s) or Registration Number(s)**

**Trademark Application Number(s)**

See Exhibit A

**Registration Number(s)**

See Exhibit B

**Number of Properties** Enter the total number of properties involved.

# 29

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$ 1,160.00

Method of Payment: Enclosed \_\_\_\_\_ Deposit Account X \_\_\_\_\_

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: 01-2525

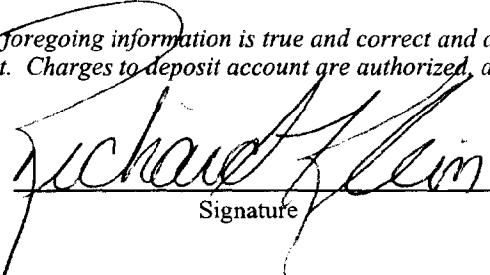
Authorization to charge additional fees: Yes X No \_\_\_\_\_

**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. Charges to deposit account are authorized, as indicated herein.*

Richard L. Klein

Name of Person Signing



Signature

12/1/99

Date Signed

**Change of Name Recordation  
Arterial Vascular Engineering, Inc. to Medtronic AVE, Inc.**

**Exhibit A - Applications**

| <b><u>MARK</u></b>    | <b><u>APPLICATION NO.</u></b> |
|-----------------------|-------------------------------|
| <b>BRIDGE</b>         | <b>75/354,338</b>             |
| <b>CARINA</b>         | <b>75/471,678</b>             |
| <b>LINX</b>           | <b>75/290,202</b>             |
| <b>NEPTUNE</b>        | <b>75/366,583</b>             |
| <b>ODYSSEY</b>        | <b>75/528,606</b>             |
| <b>PERIPHERAL AVE</b> | <b>75/564,776</b>             |
| <b>SITSEER</b>        | <b>75/417,039</b>             |

**Change of Name Recordation  
Arterial Vascular Engineering, Inc. to Medtronic AVE, Inc.**

**Exhibit B - Registrations**

| <u>MARK</u>                       | <u>REGISTRATION NO.</u> |
|-----------------------------------|-------------------------|
| AGIL                              | 1,868,862               |
| ARANI                             | 1,474,854               |
| AVE ARTERIAL VASCULAR ENGINEERING | 2,180,107               |
| BROCKENBROUGH                     | 863,315                 |
| CHRONOFUSOR                       | 792,316                 |
| COURNAND                          | 863,316                 |
| EPPENDORF                         | 863,318                 |
| EZ-PAK                            | 1,841,766               |
| GENSINI                           | 909,387                 |
| GFX                               | 2,142,261               |
| GOODALE LUBIN                     | 1,613,692               |
| HI-PER FLEX                       | 1,896,063               |
| INPUT                             | 1,873,225               |
| LEHMAN                            | 863,317                 |
| MICRO STENT                       | 2,071,249               |
| NYCORE                            | 1,143,241               |
| POSITROL                          | 915,155                 |
| PRO/PEL                           | 1,729,124               |
| PRO-FLO                           | 1,584,509               |
| RELY                              | 2,060,055               |
| SONES                             | 863,319                 |
| SR                                | 2,219,216               |

*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 MERGER, WHICH MERGES:

"MAV MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "ARTERIAL VASCULAR ENGINEERING, INC." UNDER THE NAME OF "MEDTRONIC AVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999, AT 3 O'CLOCK P.M.

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

2269660 8100M

991035130



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 9547248

DATE: 01-28-99

01/28/99 THU 15:47 [TX/RX NO 8078]

TRADEMARK  
REEL: 002007 FRAME: 0531

FROM RICHARDS, LAYTON & FINGER #10

(WED) 1.28'98 16:51/ST. 16:50/NO. 4861878608 P 3

FROM RICHARDS, LAYTON & FINGER #10

(WED) 1.28'98 15:03/ST. 15:02/NO. 4861878608 P 2  
STATE OF DELAWARE  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 01/28/1999  
991035130 - 2269660

**CERTIFICATE OF MERGER  
OF  
MAY MERGER CORP.  
INTO  
ARTERIAL VASCULAR ENGINEERING, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>NAME</u>                         | <u>State of Incorporation</u> |
|-------------------------------------|-------------------------------|
| Arterial Vascular Engineering, Inc. | Delaware                      |
| MAY Merger Corp.                    | Delaware                      |

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Arterial Vascular Engineering, Inc., which upon the merger will change its name to "Medtronic AVE, Inc."


**FOURTH:** That the restated certificate of incorporation of the surviving corporation shall, as a result of the merger, be amended and restated in its entirety to read as set forth on Exhibit A hereto.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation. The address of such office of the surviving corporation is 3576 Unocal Place, Santa Rosa, California 95403.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**ARTERIAL VASCULAR ENGINEERING, INC.**

By:

  
Lawrence J. Fenster  
Vice President of Legal Affairs, General Counsel and Secretary

214495-3  
(14444511400)

NO. 783 282

DIV OF CORP & SEC - TECH SUPPORT + 913827847889

16:45

01/28/99

01/28/99 THU 15:47 [TX/RX NO 8078]

TRADEMARK  
REEL: 002007 FRAME: 0532

FROM RICHARDS, LAYTON & FINGER #10

(WED) 1. 28 '98 16:51/ST. 16:50/NO. 4861878608 P 4

FROM RICHARDS, LAYTON & FINGER #10

(WED) 1. 28 '98 15:03/ST. 15:02/NO. 4861878583 P 3

~~EXHIBIT A~~

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ARTERIAL VASCULAR ENGINEERING, INC.**

**ARTICLE 1 - NAME**

The name of the corporation shall be Medtronic AVE, Inc.

**ARTICLE 2 - REGISTERED OFFICE AND AGENT**

The registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE 3 - PURPOSES**

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful acts and activities for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE 4 - STOCK**

The aggregate number of shares the corporation has authority to issue shall be 2,500 shares of Common Stock, \$01 per value. Holders of Common Stock shall be entitled to one vote for each share of Common Stock held of record.

**ARTICLE 5 - RIGHTS OF STOCKHOLDERS**

5.1) No Preemptive Rights. No holder of shares of the corporation of any class now or hereafter authorized has any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

5.2) No Cumulative Voting Rights. No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

FROM RICHARDS, LAYTON & FINGER #10

(WED) 1.28'98 16:51/ST. 16:50/NO. 4861878608 P 5

FROM RICHARDS, LAYTON & FINGER #10

(WED) 1.28'98 15:03/ST. 15:02/NO. 4861878583 P 4

**ARTICLE 6 - MEETINGS AND BOOKS**

6.1) Meetings of Stockholders and Election of Directors. Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. Elections of directors need not be by written ballot unless and except to the extent that the Bylaws so provide.

6.2) Corporate Books. The books of the corporation may be kept within or (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

**ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY**

7.1) Limitation of Liability. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

7.2) Amendment of this Article. Any repeal or modification of this Article 7 shall be prospective and shall not affect the rights under this Article 7 in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

**ARTICLE 8 - BYLAWS**

The Board of Directors is expressly authorized to make and alter Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the General Corporation Law of Delaware.

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