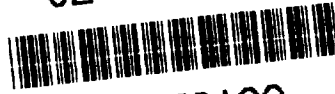


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RECO.

02-18-2000

ATTY DOCKET NO. 101327-27



101270190

To the Assistant Commissioner for Patents and T

nal documents or a copy thereof.

Submission Type:

- New
- Resubmission Document ID # _____
- Corrective of PTO Error: Reel# _____ Frame# _____
- Corrective Document: Reel# _____ Frame# _____

1. Name of conveying party:

CardioFocus, Inc.
Formerly Rare Earth Medical, Inc.

- Individual General Partnership
- Limited Partnership Corporation
- Association Other _____

Citizenship/State of Incorporation/Organization:

Massachusetts

Additional name(s) of conveying party(ies) attached?

- Yes No

Conveyance Type:

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

Execution Date: 06181999

2. Name and address of receiving party:

Name: CardioFocus, Inc.
Street Address: 126 B Mid Tech Drive
City: West Yarmouth
State: MA Zip: 02673

- Individual General Partnership
- Limited Partnership Corporation
- Association Other _____

Citizenship/State of Incorporation/Organization:

Delaware

Additional name(s) & address(es) attached?

- Yes No

4. Trademark Application Number(s) or Registration Number(s):

A. Application No(s):

B. Registration Number(s): 1826259

Additional numbers attached? Yes No

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

Atty. Name: Mr. Thomas J. Engellenner
Firm Name: Nutter, McClennen & Fish, LLP
Street Address: One International Place
City/State: Boston, MA
Zip Code: 02110-2699

6. Total number of Applications and/or Registrations involved? 1

- 7. Total fee (37 CFR 3.41): \$40 00
- Fee Enclosed
- Charge Deposit Account No. 141449
- The Commissioner is hereby authorized to charge underpayment/credit overpayment to Deposit Account No. 141449.

(Attach duplicate copy of this page if paying fees by Deposit Account)

02/18/2000 TTON11 00000021 1826259

01 FC:481

40.00 DP

8. 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.)

Thomas J. Engellenner
Name of Attorney

Signature

January 13, 2000
Date

817123v1

Total number of pages including cover sheet: 5

TRADEMARK
REEL: 002023 FRAME: 0663

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 MERGER, WHICH MERGES:

"CARDIOFOCUS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "CARDIOFOCUS, INC." UNDER THE NAME OF
"CARDIOFOCUS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JUNE, A.D. 1999, AT 10 O'CLOCK A.M.



3057676 8100M

991374674

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

9959714

DATE:

09-08-99

TRADEMARK
REEL: 002023 FRAME: 0664

6-18-99

CERTIFICATE OF MERGER
CARDIOFOCUS, INC.,
A MASSACHUSETTS CORPORATION
WITH AND INTO
CARDIOFOCUS, INC.,
A DELAWARE CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, this Certificate of Merger for CardioFocus, Inc., a Massachusetts corporation, the terminating entity, is being duly executed and filed by Helen Maslocka as President of CardioFocus, Inc., a Delaware corporation, the surviving entity.

FIRST: The name and jurisdiction of formation or organization of each constituent corporation and/or other business entities are as follows:

<u>NAME</u>	<u>STATE OF JURISDICTION</u>
CardioFocus, Inc.	Massachusetts
CardioFocus, Inc.	Delaware

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Chapter 156B, Section 79 of the Massachusetts General Laws and Title 8, Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving business entity is CardioFocus, Inc.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

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

SIXTH: An executed Agreement of Merger is on file at the principal place of business of the surviving business entity, which is located at 126B Mid-Tech Drive, West Yarmouth, MA 02673.

SEVENTH: A copy of the Agreement of Merger will be provided by the surviving entity upon request and without cost to any member of CardioFocus, Inc.,

the terminating entity and to any stockholder of CardioFocus, Inc., the surviving entity.

IN WITNESS WHEREOF, the undersigned affirms and swears, under the pains and penalties of perjury, that to the best of the undersigned's knowledge and belief, the foregoing statements are true as of this 17 th day of June, 1999.

CARDIOFOCUS, INC.,
a Massachusetts corporation

By: H Maslocka
Name: Helen Maslocka
Title: President + CEO

CARDIOFOCUS, INC.,
a Delaware corporation

By: H Maslocka
Name: Helen Maslocka
Title: President + CEO

TD # 148657v01/10539-6
6/14/1999