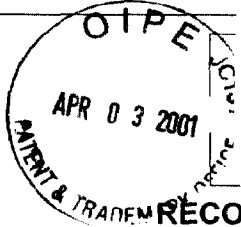


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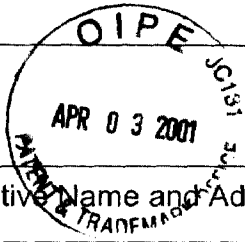
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Esquire

4-3-2001

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Signature

Date Signed



State of Delaware
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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 "CARDIAC ASSIST TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "CARDIAC ASSIST TECHNOLOGIES, INC." TO "CARDIACASSIST, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION: 0673234

001462824

DATE: 09-13-00

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/13/2000
001462824 - 2586146

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
CARDIAC ASSIST TECHNOLOGIES, INC.

Cardiac Assist Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment of the Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable, and directing that it be submitted to the stockholders of the Corporation for approval. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board of Directors of the Corporation declares it advisable and proposes the Article FIRST of the Restated Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"FIRST. The name of the Corporation is: CardiacAssist, Inc."

SECOND: That stockholders owning a majority of the outstanding stock entitled to vote on the proposed amendment approved the amendment by written consent dated as of August 25, 2000.

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

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Zafiris Zafirelis, its duly authorized officer, on this 30th day of August, 2000.

CARDIAC ASSIST TECHNOLOGIES, INC.

By: 
Zafiris Zafirelis, President