

Form PTO-1594
(Rev. 03/01)

RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)
Our Ref.: T4121 US

TRADEMARK ONLY

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

1. Name of conveying party(ies):
Xomed Surgical Products, Inc.

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

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

2. Name and address of receiving party(ies)
Medtronic Xomed Surgical Products, Inc.
6743 Southpoint Drive North
Jacksonville, Florida 32216-0980

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

If assigned is not domiciled in the United States, a domestic representative designations attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: November 5, 1999

4. Application number(s) or registration number(s)
A. Trademark Application No(s).

See attached list

B. Trademark Registration Numbers(s)

See attached list

Additional number(s) attached Yes No

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

Cindy Evenson
Medtronic, Inc.
M.S. LC340
710 Medtronic Parkway
Minneapolis, MN 55432-5604

6. Total number of applications and registrations involved: 88

7. Total fee (37 CFR 3.41) \$2215.00
 Enclosed
 Authorized to be charged to deposit account

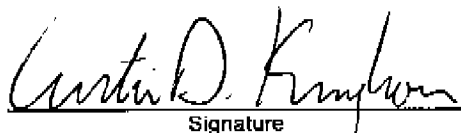
8. Deposit account number: 13-2546
(Attach duplicate copy of this page if paying by deposit account)

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.

Curtis D. Kinghorn
Name of Person Signing


Signature

Aug. 21, 2002
Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

Attachment
Change of Name from Xomed Surgical Products, Inc.
To Medtronic Xomed Surgical Products, Inc.

Application No.

Mark

75/813173	EXCEED
75/792037	MINICALIBUR
75/763021	DIAMONDSAFE
75/763018	MICRORASP
75/719085	HYDROBRASION
75/691429	MICROGLIDE
75/647088	POWERSCULPT
75/611516	ACCUGUIDE
75/611515	HELIX
75/607787	HELIX
75/558953	LANKMARK
75/534925	THERMOTIP 2
75/414887	X-TREME

Registration No.

Mark

2598283	FEATHERTOUCH
2594619	LANDMARX
2585883	XCALIBUR
2518074	HYDROBRADER
2494776	POWER IS PRECISION
2471850	REACH FARTHER
2463398	MICROFRANCE
2441656	MISCELLANEOUS DESIGN
2396350	NIM RESPONSE
2356042	PHONOFORM
2352931	VENTURI
2350840	EPIFILM
2327360	RHINOBUR
2321653	WICK N' WIPE
2314865	SILVER BULLET
2302804	HYTROL
2293398	MEROGEL
2265685	SKIMMER
2261699	KERASPEARS
2256088	KERACEL
2249498	MAGNUM
2232141	NITEYE and Design
2228185	SWITCH-A-TIP
2222753	VASECTOR
2208958	SHARPSITE

<u>Registration No.</u>	<u>Mark</u>
2194343	TARDY MICROBUR
2185980	TUBE-STAT
2180280	RAD
2177554	MEROCEL WAFER GRADE PVA
2172242	MPS
2169119	MEROCEL OB/GYN PRODUCTS (and Design)
2166602	NITEYE
2164759	ORLIS
2162916	DISKCEL
2162864	DIAMONTEK
2152480	RADENOID
2151485	WAFERCEL
2130971	MICRO-PLANER
2126370	OCUTEK
2114842	XPS
2114841	STRAIGHTSHOT
2113342	SOLAN
2091317	FAST-PAK
2090158	POWERFORMA
2083279	LIGHTSTAR
2076807	BEAR CLAW
2062618	SHARK
2050522	DIGITSTAR
2048902	DIGITSTAR+ (and Design)
2030999	ENTROLL (Stylized)
2030800	TREBAY
2005197	J.A.M.
2004804	BLACKSTAR
2000395	CAPVENT
1985660	VARI-TEMP
1956187	REDI BUR
1949591	SINUSTENT
1910734	MEROCEL
1905274	FLEX-PAK
1894797	MEROCEL 2000
1882906	MICROGEL
1874597	ENDO-SCRUB
1779599	ORO-TRACHEAL
1778822	SKEETER
1772896	FLEX H/A
1772895	H/A
1768542	ELVIS
1767998	E-LUMINATOR
1759700	LASER-GUARD
1669360	SOF-DOTS (Stylized)

Registration No.

Mark

1650067
1205038
1094352
1071363
0921202

LASER-SHIELD
OTO-WICK
NURSE-MATE
CAUTERETTE
XOMED (Stylized)

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:

"MXS MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "XOMED SURGICAL PRODUCTS, INC." UNDER THE NAME OF "MEDTRONIC XOMED SURGICAL PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 1999, AT 12:15 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2391243 8100M

991471632

AUTHENTICATION: 0066502

DATE: TRADEMARK

REEL: 002530 FRAME: 0719

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:15 PM 11/05/1999
991471632 - 2391243

**CERTIFICATE OF MERGER
OF
MXS MERGER CORP.
INTO
XOMED SURGICAL PRODUCTS, 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>
Xomed Surgical Products, Inc.	Delaware
MXS Merger Corp.	Delaware

SECOND: That an Agreement and Plan of Merger dated August 26, 1999 by and among Medtronic, Inc., MXS Merger Corp. and Xomed Surgical Products, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements 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 Xomed Surgical Products, Inc., which upon the merger will change its name to "Medtronic Xomed Surgical Products, 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 6743 Southpoint Drive North, Jacksonville, Florida 32216.

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.

XOMED SURGICAL PRODUCTS, INC.

By: Thomas E. Timbie
Thomas E. Timbie
Its: Secretary
Secretary

Exhibit A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MEDTRONIC XOMED SURGICAL PRODUCTS, INC.**

ARTICLE 1 - NAME

The name of the corporation shall be Medtronic Xomed Surgical Products, 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 total number of shares the corporation has authority to issue shall be 2,500 shares of Common Stock, \$.01 par 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.