

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.: T1407 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):
Vidamed, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: April 12, 2002

2. Name and address of receiving party(ies)
Medtronic Vidamed, Inc.
46107 Landing Parkway
Freemont, California 94538

- 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

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

78/110060 PRECISION PLUS

B. Trademark Registration Numbers(s)

2261421 V (and Design)
1959177 VIDA MED and Design
1947191 TUNA
1965899 VIDAMED

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: 5

7. Total fee (37 CFR 3.41) \$140
 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.

Cindy L. Evenson
Name of Person Signing


Signature

10/31/02
Date

Total number of pages including cover sheet, attachments, and document: 5

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

Delaware

PAGE 1

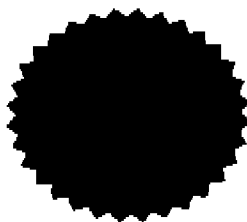
The First State

I, HARRIET SMITH WINDSOR, 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:

"VIDAMED ACQUISTION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "VIDAMED, INC." UNDER THE NAME OF "MEDTRONIC VIDAMED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELETH DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2495064 B100M

AUTHENTICATION: 1719571

020235945

DATE: 04-12-02

TRADEMARK

REEL: 2569 FRAME: 0850

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 04/12/2002
020235945 - 2495064

**CERTIFICATE OF MERGER
OF
VIDAMED ACQUISITION CORP.
INTO
VIDAMED, INC.**

VidaMed, Inc., a Delaware corporation, hereby certifies pursuant to § 251 of the Delaware General Corporation Law (the "DGCL"):

1. The merging corporations are VidaMed, Inc., a Delaware corporation, and VidaMed Acquisition Corp., a Delaware corporation (collectively referred to as the "Constituent Corporations").

2. An Agreement and Plan of Merger between Medtronic, Inc., a Minnesota corporation, VidaMed Acquisition Corp., and VidaMed, Inc. dated as of December 5, 2001, (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations, their respective boards of directors and stockholders in accordance with the Delaware General Corporation Law § 251.

3. VidaMed, Inc. is the surviving corporation (the "Surviving Corporation") which shall change its name to Medtronic Vidamed, Inc.

4. The Restated Certificate of Incorporation of VidaMed, Inc. will be amended and restated in the merger as set forth on Exhibit A attached hereto and such Restated Certificate of Incorporation as amended and restated will be the Restated Certificate of Incorporation of the Surviving Corporation.

5. An executed copy of the Merger Agreement is on file at an office of the Surviving Corporation c/o Medtronic, Inc., World Headquarters - MS LC300, 710 Medtronic Parkway, Minneapolis, MN 55432-5604.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost, to any stockholder of either of the Constituent Corporations.

7. The merger shall become effective upon the filing of this Certificate of Merger with the State of Delaware.

IN WITNESS WHEREOF, VidaMed, Inc. has caused this Certificate of Merger to be executed by its officers thereunto duly authorized.

VidaMed, Inc.



By: Randy D. Lindholm
Its: Chairman, President and Chief Executive Officer

EXHIBIT A**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MEDTRONIC VIDAMED, INC.****ARTICLE 1 - NAME**

The name of the corporation shall be Medtronic VidaMed, 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, \$0.01 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.

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.