

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.: T4044 US

TRADEMARK ONLY

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

<p>1. Name of conveying party(ies): Xomed Surgical Products, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation – State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Medtronic Xomed Surgical Products, Inc. 6743 Southpoint Drive Jacksonville, Florida 33216</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation – State <u>Delaware</u> <input type="checkbox"/> Other _____</p>
--	---

<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>November 5, 1999</u></p>	<p>If assigned is not domiciled in the United States, a domestic representative designations attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
---	--

<p>4. Application number(s) or registration number(s) A. Trademark Application No(s).</p>	<p>B. Trademark Registration Numbers(s) 1051189 MEROCEL</p>
---	--

Additional number(s) attached Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Cindy Evenson Medtronic, Inc. M.S. LC340 710 Medtronic Parkway Minneapolis, MN 55432-5604</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41) \$40 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 13-2546 (Attach duplicate copy of this page if paying by deposit account)</p>
---	--

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

Date

Total number of pages including cover sheet, attachments, and document: 4

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

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:

"MKS 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: 11-05-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:15 PM 11/03/1999
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
Its: Secretary

..ODMA\PCDOCS\FBDOCS\123081082

TRADEMARK

REEL: 002589 FRAME: 0939

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, \$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.