

Form PTO-1594 (Rev. 03/01) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
 U.S. Patent and Trademark Office
TRADEMARK ONLY
 OMB No. 0651-0027 (exp. 5/31/2002)
 Our Ref.: T5041 US

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

1. Name of conveying party(ies):
 MiniMed, 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 MiniMed, Inc.
 18000 Devonshire Street
 Northridge, California 91325

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: August 28, 2001

4. Application number(s) or registration number(s)
 A. Trademark Application No(s)
 75/728842 MED-SITE

Additional number(s) attached Yes No

B. Trademark Registration Numbers(s)

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: 1

7. Total fee (37 CFR 3.41) \$40
 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 4/2/03 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

State of Delaware
Office of the Secretary of State PAGE 1

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:

"MMI MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MINIMED INC." UNDER THE NAME OF "MEDTRONIC MINIMED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2001, AT 1:15 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

2323454 8100M

010425124

AUTHENTICATION: 1317495

DATE: 08-28-01 TRADEMARK

REEL: 002627 FRAME: 0737

CERTIFICATE OF MERGER
OF
MMI MERGER SUB, INC.
WITH AND INTO
MINIMED INC.
 (Under Section 251 of the General
 Corporation Law of the State of Delaware)

MiniMed Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

- (a) MMI Merger Sub, Inc., a Delaware corporation ("Merger Sub"); and
- (b) MiniMed Inc., a Delaware corporation (the "Company").

2. The Amended and Restated Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of June 19, 2001, by and among the Company, Medtronic, Inc. and Merger Sub has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 (and, with respect to Merger Sub, by the written consent of its sole stockholder in accordance with Section 228) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is MiniMed Inc. (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the merger to be "Medtronic MiniMed, Inc."

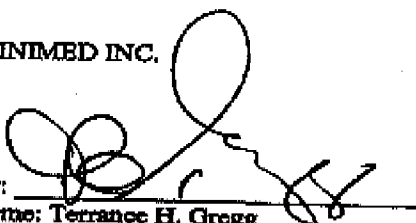
4. The Amended and Restated Certificate of Incorporation of the Company as in effect immediately prior to the merger shall be amended in the merger to read in its entirety as set forth in Annex I hereto and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

5. The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation c/o Medtronic, Inc., World Headquarters - MS LC300, 710 Medtronic Parkway, N.E., Minneapolis, MN 55432.

6. 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.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed as of the 24th day of August, 2001.

MINIMED INC.



By: _____
 Name: Terrance H. Gregg
 Office: President and Chief Operating Officer

RLF1-2341744-3

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 01:15 PM 08/28/2001
 010425124 - 2323454

TRADEMARK
 REEL: 002627 FRAME: 0738

ANNEX 1

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MEDTRONIC MINIMED, INC.**

**ARTICLE 1
NAME**

The name of the corporation shall be Medtronic MiniMed, Inc.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address of 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 Delaware General Corporation Law.

**ARTICLE 4
STOCK**

The aggregate 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.

**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.

6.2) Corporate Books. The books of the corporation may be kept within or (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

**ARTICLE 7
LIMITATION OF DIRECTOR LIABILITY**

7.1) *Limitation of Liability.* To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

7.2) *Amendment of this Article.* Neither any amendment nor repeal of this Article 7, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article 7, shall eliminate or reduce the effect of this Article 7 or adversely affect any right or protection of a director of the corporation in respect of any act, omission or matter occurring, or any cause of action, suit, or claim that, but for this Article 7, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

**ARTICLE 8
BYLAWS**

The Board of Directors is expressly authorized to make, alter and repeal Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the Delaware General Corporation Law.