

OFFICE OF PUBLIC INFORMATION
RECORDATION FOR
TRADEMARK
2003 MAR -3 PM 12:04
FINANCE SECTION

03-25-2003



To the Honorable Commissioner of Patents and Trademarks:
thereof

nts or copy

102399489

1. Name of conveying party(ies): **3-3-03**
MEDTRONIC PERCUSURGE INC.

Individual(s)
General Partnership
Corporation-State DELAWARE
Association
Limited Partnership

Other _____

Additional name(s) of conveying party(ies) attached?
yes no

3. Nature of conveyance:
Assignment **X Merger**
Security Agreement Change of Name
Other: _____

Execution Date: October 17, 2002

2. Name and address of receiving party(ies):
MEDTRONIC AVE, INC.
3576 Unocal Place
Santa Rosa, CA 95403

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

If assignee is not domiciled in the United States, a
domestic representative designation is attached:

yes no
(Designations must be a separate documents from
Assignment)

Additional name(s) & address(es) attached?
yes no

4. Application number(s) or resignation
number(s):

A. Trademark Application no.'s) SEE ATTACHED

B. Trademark registration No.(s)

SEE ATTACHED

Additional numbers attached: yes no

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

IP Legal
Medtronic AVE, Inc.
3576 Unocal Place
Santa Rosa, CA 95403

6. Total number of applications and registrations
involved: 8

7. Total fee (37 CFR .41)..... \$ 320
Enclosed

Authorized to be charged to deposit
account

8. Deposit Account No.: 01-2525
(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.

Catherine C. Maresh
Name of Person Signing

Signature

2/27/03
Date

03/24/2003 TBIAZ1 00000039 012525 75977271

01 FC:0521 40.00 CH
02 FC:0522 175.00 CH

APPENDIX

<u>Application No.</u>	<u>Trademark Name</u>	<u>Our File Number</u>
75/977,271	GUARDWIRE	T922 DIV 1
75/232,287	GUARDWIRE	T922 US
75/178,280	PERCUSURGE	T923 US
75/377,253	EXPORT	T926 US
75/391,790	MICROSEAL	T927 US
75/801,792	EZ FLATOR	T929 US
75/799,849	GUARDWIRE PLUS	T930 US
76/044036	ACCUGUARD	T931 US

CERTIFICATE OF MERGER
of
Medtronic PercuSurge, Inc. a Delaware corporation
into
Medtronic AVE, Inc. a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify as follows:

FIRST: The names of the constituent corporations to the merger are Medtronic PercuSurge, Inc., a Delaware corporation, and Medtronic Ave, Inc., a Delaware corporation.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the Delaware General Corporation Law.

THIRD: The surviving corporation will be Medtronic Ave, Inc., a Delaware corporation, which shall continue its existence as said surviving corporation upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

FOURTH: The Certificate of Incorporation of Medtronic Ave, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: An executed copy of the Agreement and Plan of Merger is on file at the office of Medtronic Ave, Inc., the address of which is 3576 Unocal Place, Santa Rosa, CA 95403.

SIXTH: 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.

EIGHTH: The effective date of the merger is upon filing of this Certificate with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 7th day of October, 2002.

MEDTRONIC AVE, INC.

By: 
William A. Hawkins, President

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is dated as of October 7, 2002, by and between Medtronic AVE, Inc., a Delaware corporation and Medtronic PercuSurge, Inc., a Delaware corporation.

The parties hereto agree as follows:

ARTICLE 1. NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1.1) The names of the Constituent Corporations are Medtronic PercuSurge, Inc., a Delaware corporation, and Medtronic AVE, Inc., a Delaware corporation. The Constituent Corporations shall be combined by the merger of Medtronic PercuSurge, Inc. with and into Medtronic AVE, Inc., as the Surviving Corporation (the "Merger"), pursuant to the terms and provisions of this Agreement of Merger and pursuant to the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE 2. MEANS OF EFFECTING MERGER AND CONVERTING STOCK

2.1) The Merger. At the Effective Time (as defined in Section 2.2), in accordance with the DGCL, Medtronic PercuSurge, Inc. will merge with and into Medtronic AVE, Inc., the separate existence of Medtronic PercuSurge, Inc. shall cease and Medtronic AVE, Inc. shall continue as the surviving corporation (the "Surviving Corporation") in the Merger. The Merger shall have the effects set forth in Section 259 of the DCGL.

2.2) Effectiveness of Merger. The Merger shall become effective on the date on which the Certificate of Merger has been filed with the Delaware Secretary of State (the time the Merger becomes effective being referred to herein as the "Effective Time" and the date of such effectiveness being referred to herein as the "Effective Date").

2.3) Certificate of Incorporation; Bylaws; Directors and Officers. The Certificate of Incorporation and Bylaws of Medtronic AVE, Inc. as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation until thereafter amended as provided therein and under the DGCL. The directors of Medtronic AVE, Inc. immediately prior to the Effective Time shall remain the directors of the Surviving Corporation and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws and the DGCL. The officers of Medtronic AVE, Inc. immediately prior to the Effective Time will be the officers of the Surviving Corporation and shall serve until their successors have been duly elected or appointed

and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws and the DGCL.

2.4) Effect on Medtronic AVE, Inc. Common Stock. The outstanding shares of Medtronic AVE, Inc. Common Stock shall be unaffected by the Merger and shall remain outstanding and represent shares of Common Stock of the Surviving Corporation.

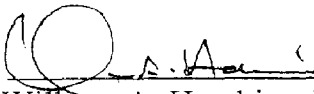
2.5) Cancellation of Medtronic PercuSurge, Inc. Common Stock. As a result of the Merger and without any action on the part of the holder thereof, at the Effective Time, all shares of Medtronic PercuSurge, Inc. Common Stock shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefor. Such cancellation shall be considered a contribution by Medtronic PercuSurge, Inc. as sole shareholder, (parent corp.), to the capital of Medtronic AVE, Inc..

ARTICLE 3. GENERAL PROVISIONS

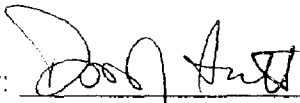
3.1) From and after the Effective Time, Medtronic AVE, Inc. shall succeed to and possess all the rights, privileges, powers, franchises and immunities of a public as well as of a private nature, and be subject to all liabilities, restrictions, disabilities, and duties of Medtronic PercuSurge, Inc.; and all and singular, the rights, privileges, powers, franchises and immunities of both of the Constituent Corporations and all property, assets, rights, privileges, powers, franchises, immunities and all and every other interest shall be thereafter as effectively the property of Medtronic AVE, Inc. as they were or would be of the Constituent Corporations or either of them; and title to any real property or any interest therein vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by any reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities and duties of either of the Constituent Corporations shall thenceforth become those of Medtronic AVE, Inc. and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the day and year first above written.

MEDTRONIC AVE, INC.
(a Delaware corporation)

By: 
William A. Hawkins, President

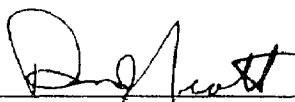
MEDTRONIC PERCUSURGE, INC.
(a Delaware corporation)

By: 
David J. Scott, Vice President and
Secretary

CERTIFICATE OF SECRETARY

The undersigned, David J. Scott, Secretary of Medtronic AVE, Inc., a Delaware corporation, hereby certifies that the attached Agreement of Merger has been adopted by unanimous written action of the Board of Directors of the corporation without a vote of the corporation's stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of October, 2002.

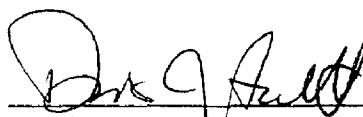


David J. Scott, Secretary

CERTIFICATE OF SECRETARY

The undersigned, Mark A. Schlossberg, Assistant Secretary, Secretary of Medtronic PercuSurge, Inc., a Delaware corporation, hereby certifies that the attached Agreement of Merger has been adopted by written action of the sole stockholder of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of October, 2002.



David J. Scott, Secretary

CERTIFICATE OF MERGER
of
Medtronic PercuSurge, Inc. a Delaware corporation
into
Medtronic AVE, Inc. a Delaware corporation

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SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the Delaware General Corporation Law.

THIRD: The surviving corporation will be Medtronic Ave, Inc., a Delaware corporation, which shall continue its existence as said surviving corporation upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

FOURTH: The Certificate of Incorporation of Medtronic Ave, Inc. shall be the Certificate of Incorporation of the surviving corporation.


FIFTH: An executed copy of the Agreement and Plan of Merger is on file at the office of Medtronic Ave, Inc., the address of which is 3576 Unocal Place, Santa Rosa, CA 95403.

SIXTH: 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.

EIGHTH: The effective date of the merger is upon filing of this Certificate with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 7th day of October, 2002.

MEDTRONIC AVE, INC.

By: 

William A. Hawkins, President

WRITTEN ACTION IN LIEU OF JOINT MEETING OF
STOCKHOLDERS AND BOARD OF DIRECTORS
OF
MEDTRONIC PERCUSURGE, INC.

The undersigned, being the sole stockholder and all of the members of the Board of Directors of Medtronic PercuSurge, Inc., a Delaware corporation, acting pursuant to the provisions of Sections 228 and 141(f), respectively, of the General Corporation Law of Delaware, do hereby adopt the following resolutions as of October 7, 2002:


Approval of Agreement of Merger

RESOLVED, that the Agreement of Merger merging this corporation into Medtronic AVE, Inc., in the form attached to these minutes as Exhibit A, be and it hereby is declared advisable, adopted and approved.

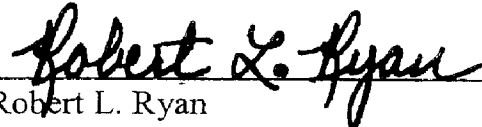
FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to execute the Agreement of Merger and to take such other action and execute, deliver and file such other documents and instruments as may be necessary to effect such merger.

DIRECTORS:


STOCKHOLDER:



Gary L. Ellis

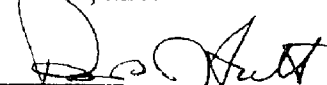


Robert L. Ryan



David J. Scott

Medtronic, Inc.

By 

David J. Scott, Vice President, General
Counsel and Secretary

EXHIBIT A

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is dated as of October 7, 2002, by and between Medtronic AVE, Inc., a Delaware corporation, and Medtronic PercuSurge, Inc., a Delaware corporation.

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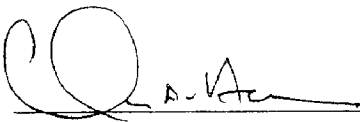
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ARTICLE 3. GENERAL PROVISIONS

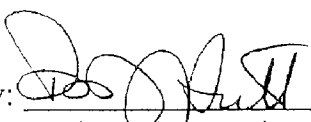
3.1) From and after the Effective Time, Medtronic AVE, Inc. shall succeed to and possess all the rights, privileges, powers, franchises and immunities of a public as well as of a private nature, and be subject to all liabilities, restrictions, disabilities, and duties of Medtronic PercuSurge, Inc.; and all and singular, the rights, privileges, powers, franchises and immunities of both of the Constituent Corporations and all property, assets, rights, privileges, powers, franchises, immunities and all and every other interest shall be thereafter as effectively the property of Medtronic AVE, Inc. as they were or would be of the Constituent Corporations or either of them; and title to any real property or any interest therein vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by any reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities and duties of either of the Constituent Corporations shall thenceforth become those of Medtronic AVE, Inc. and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the day and year first above written.

MEDTRONIC AVE, INC.
(a Delaware corporation)

By: 
William A. Hawkins, President

MEDTRONIC PERCUSURGE, INC.
(a Delaware corporation)

By: 
David J. Scott, Vice President, and
Secretary

Delaware

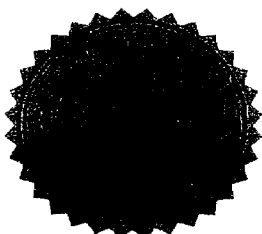
PAGE 1

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:

"MEDTRONIC PERCUSURGE, INC.", A DELAWARE CORPORATION, WITH AND INTO "MEDTRONIC AVE, INC." UNDER THE NAME OF "MEDTRONIC AVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF OCTOBER, A.D. 2002, AT 4:30 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

2269660 8100M

AUTHENTICATION: 2042400

020645228

DATE: 1 **TRADEMARK**

RECORDED: 03/03/2003

REEL: 002698 FRAME: 0299