

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/17/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RadioTherapeutics Corporation		12/17/2003	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	SciMed Life Systems, Inc.
Street Address:	One SciMed Place
City:	Maple Grove
State/Country:	MINNESOTA
Postal Code:	55311
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2523692	LEVEEN
Registration Number:	2580163	PAD-GUARD
Registration Number:	2533821	RF 2000
Registration Number:	2595527	RF 3000
Registration Number:	2541733	ROLL-OFF
Serial Number:	75401634	ACCESS

CORRESPONDENCE DATA

Fax Number: (612)331-2239
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-331-1464
 Email: michelle@nrslaw.com
 Correspondent Name: Wayne A. Sivertson
 Address Line 1: Suite 401, Broadway Place East
 Address Line 2: 3433 Broadway Street Northeast

OP \$165.00 2523692

Address Line 4: Minneapolis, MINNESOTA 55413

NAME OF SUBMITTER: Wayne A. Sivertson

Signature: /WAS316/

Date: 08/24/2005

Total Attachments: 5

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 22 2003

KEVIN SHELLEY
Secretary of State

**ARTICLES OF MERGER OF
RADIOTHERAPEUTICS CORPORATION
WITH AND INTO
SCIMED LIFE SYSTEMS, INC.**

Pursuant to Minnesota Business Corporation Act, Section 302A, the undersigned, RadioTherapeutics Corporation, a California corporation ("RTC"), and Scimed Life Systems, Inc., a Minnesota corporation ("Scimed Life"), hereby adopt the following Articles of Merger for the purpose of merging RTC with and into Scimed Life, with Scimed Life being the surviving corporation.

1. The Agreement and Plan of Merger between RTC and Scimed Life dated as of December 17, 2003 (the "Plan of Merger"), as required by Minnesota Business Corporation Act, Section 302A.615, subdivision 1, is attached hereto as Exhibit I.

2. The Board of Directors and sole stockholder of RTC approved the Plan of Merger in a joint written action signed by them dated as of December 16, 2003 pursuant to the California Corporations Code.

3. The Board of Directors and all of the shareholders of Scimed Life approved the Plan of Merger in a joint written action signed by them dated as of December 17, 2003 pursuant to Minnesota Business Corporation Act, Section 302A.613.

IN WITNESS WHEREOF, RTC and Scimed Life have caused these Articles of Merger to be executed by their respective officers thereunto duly authorized this 17th day of December, 2003.

RADIOTHERAPEUTICS CORPORATION

SCIMED LIFE SYSTEMS, INC.

By: 

By: 

Daniel P. Florin
Vice President and Corporate Controller

Paul W. Sordman
Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is made and entered by and between Scimed Life Systems, Inc., a Minnesota corporation ("Scimed Life"), and RadioTherapeutics Corporation, a California corporation ("RTC"), as of the 17th day of December, 2003.

WHEREAS, Boston Scientific Corporation, a Delaware corporation ("BSC"), is the sole shareholder of RTC;

WHEREAS, BSC and Meadox Medicals, Inc., a New Jersey corporation and a subsidiary of BSC, are the shareholders of Scimed Life;

WHEREAS, the respective boards of directors of Scimed Life and RTC have, by resolutions duly adopted, determined that a merger of RTC with and into Scimed Life (the "Merger") in accordance with the terms of this Agreement and the applicable provisions of the Minnesota Business Corporation Act, as amended (the "MBCA") and the California Corporations Code (the "CCC") is in the best interests of each such party and its respective shareholders;

WHEREAS, 100% of the stockholders of each of RTC and Scimed Life have approved and adopted the terms of this Agreement and the Merger; and

WHEREAS, the parties intend that the merger contemplated hereby shall be a tax-free reorganization under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, and that this Merger Agreement shall constitute a plan of reorganization.

NOW, THEREFORE, the parties hereto agree as follows:

1. Merger. The Merger shall take effect in accordance with the plan of merger, attached hereto as Exhibit A (the "Plan of Merger"), and incorporated into this Agreement.
2. Governing Law. Except to the extent required by the CCC with respect to the merger of RTC into Scimed Life, the internal law, and not the law of conflicts, of the State of Minnesota will govern all questions concerning the construction, validity and interpretation of this Agreement and the performance of the obligations imposed by this Agreement.
3. Assignment. This Agreement and all of the provisions hereof will be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, except that neither this Agreement nor any of the rights, interests or obligations hereunder may be assigned by any party hereto without the prior written consent of the other parties hereto.

4. Amendment and Waiver. The parties may, by written agreement, waive compliance with or modify, amend or supplement any of the covenants or agreements contained in this Agreement.

5. Notices. All notices, requests, demands and other communications hereunder shall be in writing and shall be deemed to have been duly given if delivered by hand, or mailed by first class mail, return receipt requested, or when receipt is acknowledged by return telecopy if telecopied, to the address appearing on the corporate records of each of the parties hereto (or to such other address as a party may designate by notice to the others).

6. Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

RADIOTHERAPEUTICS CORPORATION

By: 

Daniel P. Florin
Vice President and Corporate Controller

By: 

Lawrence J. Knopf
Vice President - Legal and Secretary

SCIMED LIFE SYSTEMS, INC.

By: 

Paul W. Sandman
Chief Executive Officer

By: 

Lawrence J. Knopf
Assistant Secretary

PLAN OF MERGER
OF
RADIOTHERAPEUTICS CORPORATION
INTO
SCIMED LIFE SYSTEMS, INC.

1. Scimed Life Systems, Inc. is a business corporation whose jurisdiction of organization is the State of Minnesota ("Scimed Life"). RadioTherapeutics Corporation is a business corporation whose jurisdiction of organization is the State of California ("RTC").

2. RTC (the disappearing corporation) hereby merges with and into Scimed Life (the surviving corporation) pursuant to the provisions of Section 302A.601 of the Minnesota Business Corporation Act and the California Corporations Code.

3. The separate existence of RTC shall cease upon the effective date of the merger pursuant to the provisions of the Minnesota Business Corporation Act, and Scimed Life shall continue its existence as the surviving corporation pursuant to the provisions of the Minnesota Business Corporation Act.

4. The issued shares of RTC shall not be converted in any manner, but each said share which is issued as of the effective time of the merger shall be surrendered and extinguished.

5. The effective date of the merger described herein shall be effective upon filing with the Minnesota Secretary of State.

6. The officers of each of RTC and Scimed Life are authorized, empowered, and directed to take any and all actions that, in their discretion, are necessary to consummate the transactions contemplated by the Plan of Merger or which may be in any way necessary or proper to effect such merger.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 19 2003

Mary Hoffmeyer
Secretary of State *M*

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 19 December 2003

Mary Hoffmeyer

Secretary of State



By

[Signature]