

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies); MEDAMICUS, INC. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State - MINNESOTA [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: ENPATH MEDICAL, INC. Street Address: 15301 Highway 55 West City: Plymouth State MN Zip 55447 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Minnesota [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [] Assignment [X] Merger Security Agreement [] Change of Name [] Other Execution Date: January 20, 2004

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/336,951 Additional number(s) attached [] Yes [X] No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: LINDQUIST & VENNUM P.L.L.P. Internal Address: CONNIE HEIKKILA Street Address: 4200 IDS CENTER City: MINNEAPOLIS State MN Zip: 55448

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) \$ 40.00 [] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 50-0837 (Attach duplicate 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. CONNIE R. HEIKKILA, PARALEGAL Name of Person Signing [Signature] July 5, 2005 Date

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

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

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State of Minnesota **COPY**

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: MEDAMICUS, INC.

MN: ENPATH MEDICAL, INC.

State of Formation and Name of Surviving Entity:

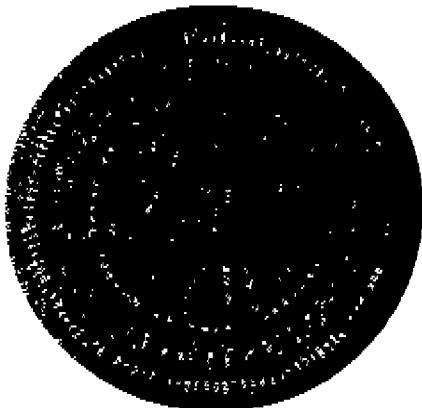
MN: MEDAMICUS, INC.

Effective Date of Merger: 2/2/2004---12:01 A.M.

Name of Surviving Entity After Effective Date of Merger:

ENPATH MEDICAL, INC.

This certificate has been issued on: 1/20/2004



Mary Kiffmeyer
Secretary of State.

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

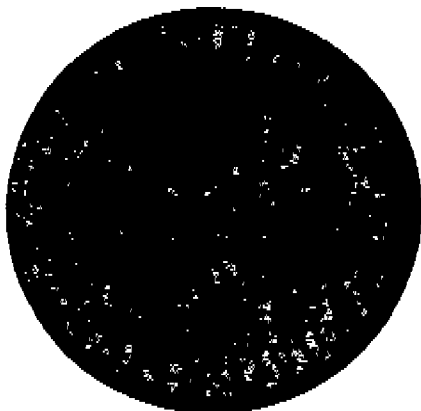
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Enpath Medical, Inc.

Corporate Charter Number: 757354-2

Chapter Formed Under: 302A

This certificate has been issued on 01/14/2004.



Mary Kiffmeyer
Secretary of State.

MEDAMICUS, INC.**ARTICLES OF MERGER**

Pursuant to Section 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of Medamicus, Inc., a Minnesota corporation (the "Surviving Corporation"), which is the owner of all of the issued and outstanding shares of common stock, \$.01 par value per share, of Enpath Medical, Inc., a Minnesota corporation (the "Subsidiary Corporation"), which is the only outstanding class of capital stock of the Subsidiary Corporation, hereby executes and files these Articles of Merger:

FIRST: The Plan of Merger providing for the merger of the Subsidiary Corporation into the Surviving Corporation, in the form of resolutions duly adopted by the Board of Directors of the Surviving Corporation on January 12, 2004, is attached hereto as Exhibit A.

SECOND: The number of outstanding shares of each class and series of the Subsidiary Corporation and the number of shares of each class and series of the Subsidiary Corporation owned by the Surviving Corporation are as follows:

<u>Designation of Class & Series</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Surviving Corporation</u>
Common Stock, \$.01 par value	1,000	1,000

THIRD: The Plan of Merger has been duly approved by the Surviving Corporation under Minnesota Statutes Section 302A.621.

FOURTH: There are no shareholders of the Subsidiary Corporation other than the Surviving Corporation, and accordingly, there is no notice required to any other shareholder pursuant to Minnesota Statutes Section 302A.621, subd. 2.

FIFTH: Upon the effective time of the merger, pursuant to Minnesota Statutes Section 302A.621, subd. 1, Article I of the Surviving Corporation's Restated Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of this Corporation is Enpath Medical, Inc."

SIXTH: The merger is effective at 12:01 a.m., Central Time, on February 2, 2004.

Dated: January 20, 2004

MEDAMICUS, INC.

By: 
James D. Hartman, Chief
Executive Officer

EXHIBIT A

PLAN OF MERGER**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
MEDAMICUS, INC.**

WHEREAS, the Company desires to effect the merger of the Subsidiary with and into the Company pursuant to Section 302A.621 of the Minnesota Business Corporation Act.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Company pursuant to Section 302A.621 of the Minnesota Business Corporation Act in accordance with the further resolutions set forth below, which resolutions constitute the Plan of Merger.

FURTHER RESOLVED, that at the effective time of the merger, all of the outstanding shares of common stock of the Subsidiary, \$.01 par value per share, will be canceled, and no securities of the Company or any other corporation, or any money or other property, will be issued to the Company in exchange therefore.

FURTHER RESOLVED, that James D. Hartman, Chief Executive Officer of the Company, is hereby authorized and directed to execute, for and on behalf of the Company, Articles of Merger setting forth the Plan of Merger and such other information as required by law, and to cause those articles to be filed with the Secretary of State of the State of Minnesota in the manner required by law.

FURTHER RESOLVED, that upon the effective time of the merger, pursuant to Section 302A.621, subd. 1, of the Minnesota Business Corporation Act, by virtue of filing of the Articles of Merger and without any further action by the Company, its Board of Directors, or its shareholders, Article I of the Company's Restated Articles of Incorporation is amended in its entirety to read as follows:

"The name of this Corporation is Enpath Medical, Inc."

FURTHER RESOLVED, that the officers of the Company, and each of them, are hereby authorized, for and on behalf of the Company, to take such other actions as those officers, or any of them, deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

FURTHER RESOLVED, that this written action may be executed in any number of counterparts, each of which when so executed will be deemed an original and which together constitute one and the same instrument.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 20 2004 90

Mary Hiffmeyer
TRADEMARK