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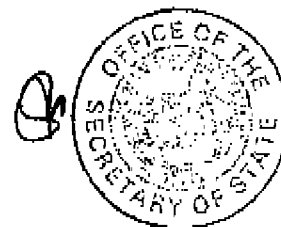
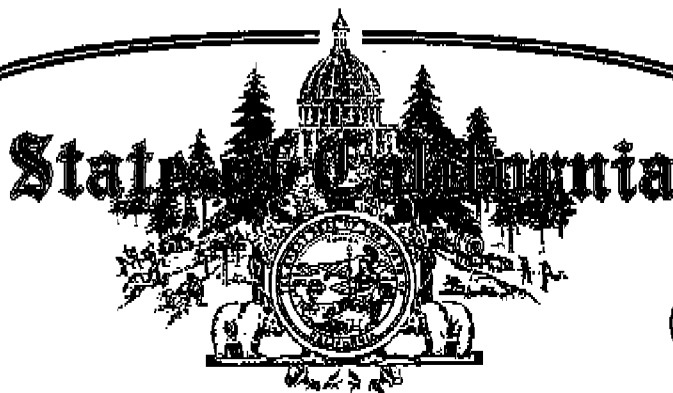
### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office; Please record the attached documents or the new address(es) below.

<p><b>1. Name of conveying party(ies):</b></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>California</u>  <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes  Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>American Medical Systems Gynecology, Inc.</u>  Internal _____  Address: _____  Street Address: <u>10700 Bren Road West</u>  City: <u>Minnetonka</u>  State: <u>MN</u>  Country: <u>USA</u>      Zip: <u>55343</u></p> <p><input type="checkbox"/> Association      Citizenship _____  <input type="checkbox"/> General Partnership      Citizenship _____  <input type="checkbox"/> Limited Partnership      Citizenship _____  <input checked="" type="checkbox"/> Corporation      Citizenship <u>California</u>  <input type="checkbox"/> Other _____      Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)</p>
<p><b>3. Nature of conveyance / Execution Date(s) :</b></p> <p>Execution Date(s): <u>April 28, 2003</u></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><b>4. Application number(a) or registration number(s) and identification or description of the Trademark.</b></p> <p>A. Trademark Application No.(s) _____  B. Trademark Registration No.(s) <u>2585721; 2711528</u></p> <p style="text-align: right;">Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p><b>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b></p>	
<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b></p> <p>Name: <u>Barbara A. Wrigley</u>  Internal Address: <u>Suite 3300</u>  Street Address: <u>45 South Seventh Street</u>  City: <u>Minneapolis</u>  State: <u>MN</u>      Zip: <u>55402</u>  Phone Number: <u>612.807.7585</u>  Fax Number: <u>612.607.7100</u>  Email Address: <u>BWrigley@Oppenheimer.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">2</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41) \$ <u>65.00</u></b></p> <p><input type="checkbox"/> Authorized to be charged by credit card  <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Enclosed</p> <p><b>8. Payment Information:</b></p> <p>a. Credit Card      Last 4 Numbers _____  Expiration Date _____</p> <p>b. Deposit Account Number <u>60-1501</u>  Authorized User Name <u>Barbara A. Wrigley</u></p>
<p><b>9. Signature:</b> _____  <span style="display: block; text-align: center;">Signature</span> <span style="display: block; text-align: right;">Date</span></p> <p style="text-align: center;"><u>Barbara A. Wrigley Reg. No. 34 950</u></p> <p>Name of Person Signing _____</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">3</span></p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of      page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 03 2003



*Kevin Shelley*  
Secretary of State

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

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CRYOGEN, INC.  
A California Corporation**

APR 28 2003

**KEVIN SHELLEY  
Secretary of State**

Douglas W. Kohrs and M. James Call certifies that:

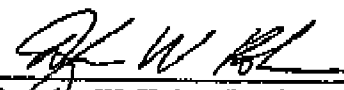
1. They are the President and Chief Financial Officer and Secretary, respectively of Cryogen, Inc., a California corporation (the "Corporation").
2. Article I of the Amended and Restated Articles of Incorporation of this Corporation is amended to read as follows:


"The name of the corporation is American Medical Systems Gynecology Inc."

3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of the sole shareholder of the Corporation in accordance with Section 902 of the Corporations Code. The Corporation has one class of stock outstanding. The total number of outstanding shares of common stock of the Corporation is 1,000 shares. The number of shares voting in favor of the foregoing amendment to the Amended and Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: April 24, 2003

  
 \_\_\_\_\_  
 Douglas W. Kohrs, President

  
 \_\_\_\_\_  
 M. James Call, Chief Financial Officer  
 and Secretary



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TRADEMARK