

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/28/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Savacor, Inc.		07/28/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Pacesetter, Inc.
Street Address:	15900 Valley View Court
City:	Sylmar
State/Country:	CALIFORNIA
Postal Code:	91342
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2998632	DYNAMICRX
Registration Number:	3095986	HEARTPOD
Serial Number:	78701770	HEARTVISOR
Serial Number:	78701775	HOMEOSTASIS
Registration Number:	2617146	SAVACOR
Serial Number:	78701774	STATICRX
Serial Number:	78770236	STYLE-WIRE
Serial Number:	78701784	VALCAL
Registration Number:	3166137	

CORRESPONDENCE DATA

Fax Number: (818)362-4795
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$240.00 2998632

Phone: 8184922170
Email: smeltzer@sjm.com
Correspondent Name: Pacesetter, Inc.
Address Line 1: 15900 Valley View Court
Address Line 4: Sylmar, CALIFORNIA 91342

ATTORNEY DOCKET NUMBER:	290-414
NAME OF SUBMITTER:	Steven M. Mitchell
Signature:	/Steven M. Mitchell/
Date:	11/08/2006

Total Attachments: 6

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Delaware

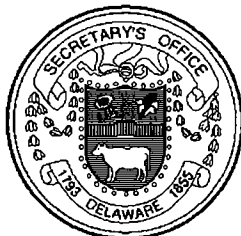
PAGE 1

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:

"SAVACOR, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PACESETTER, INC." UNDER THE NAME OF
"PACESETTER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2006, AT 6:13 O'CLOCK
P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



2400854 8100M

060718474

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4942993

DATE: 08-01-06

TRADEMARK

REEL: 003424 FRAME: 0820

**CERTIFICATE OF MERGER
OF
SAVACOR, INC.,
a Delaware corporation
INTO
PACESETTER, INC.,
a Delaware corporation**

Pursuant to Section 251(c) of the Delaware General Corporation Law (the DGCL"), the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and state of incorporation of each of the constituent corporations are:

Savor, Inc., Inc., a Delaware corporation; and
Pacesetter, Inc., a Delaware corporation

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Section 251(c) of the DGCL.

THIRD: The name of the surviving corporation is Pacesetter, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of Pacesetter, Inc., shall be the Certificate of Incorporation of the Surviving Corporation as amended and attached as Exhibit A.

FIFTH: The Agreement of Merger is on file at 15900 Valley View Court, Sylmar, California 91342, the place of business of the Surviving Corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer, the 28th day of July, 2006.

PACESETTER, INC.



Kevin T. O'Malley
Vice President and Assistant Secretary

**CERTIFICATE OF INCORPORATION OF
PACESETTER, INC.**

ARTICLE I

NAME

The name of the Corporation is Pacesetter, Inc. (the "Corporation").

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

REGISTERED OFFICE

The address of the registered office in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, New Castle County, and the name of the registered agent at such address for service of process is The Corporation Trust Company.

ARTICLE IV

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

ARTICLE V

AUTHORIZED CAPITAL STOCK

The aggregate number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, par value one cent (\$0.01) per share, all of which shares are designated as common shares.

No stockholder of the Corporation shall have any cumulative voting rights.

No stockholder of the Corporation shall have any preemptive rights by virtue of the DGCL (or similar provisions of future law).

ARTICLE VI

BOARD OF DIRECTORS

Any action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken by written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the stockholders of the Corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all of the directors were present.

ARTICLE VII

BOARD POWER REGARDING BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the corporation.

ARTICLE VIII

ELECTION OF DIRECTORS

Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

ARTICLE IX

DIRECTOR LIABILITY

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she is or

was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, or trustee of another corporation or a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or trustee, or in any other capacity while serving as a director, officer or trustee, must be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware code, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendments permits the Corporation to provide broader indemnification rights than permitted prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; *provided, however,* that, except with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors.

B. To the fullest extent permitted by the DGCL as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

C. If the DGCL is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or permitting indemnification to a fuller extent, then the liability of a director of the corporation shall be eliminated or limited, and the indemnification shall be extended, in each case to the fullest extent permitted by the DGCL, as so amended from time to time. No repeal or modification of this Article IX by the stockholders shall adversely affect any right or protection of a director if the corporation existing by virtue of this Article IV at the time of such repeal or modification.

ARTICLE X

CORPORATE POWER

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI

CREDITOR COMPROMISE OR ARRANGEMENT

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application n a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation

under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.