

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/03/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ETX Acquisition Corp.		01/03/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	EndoTex Interventional Systems, Inc.
Street Address:	2711 Centerville Road, Suite 400
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76167140	ENDOTEX

CORRESPONDENCE DATA

Fax Number: (612)331-2239
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-331-1464
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 Correspondent Name: Wayne A. Sivertson
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ATTORNEY DOCKET NUMBER:	55913/335/101
NAME OF SUBMITTER:	Wayne A. Sivertson
Signature:	/WAS316/

OP \$40.00 76167140

Date:

09/13/2007

Total Attachments: 3

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CERTIFICATE OF MERGER
OF
ETX ACQUISITION CORP.
INTO
ENDOTEX INTERVENTIONAL SYSTEMS, INC.

The undersigned corporation
DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME:</u>	<u>STATE OF INCORPORATION:</u>
ETX Acquisition Corp.	Delaware
EndoTex Interventional Systems, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is EndoTex Interventional Systems, Inc., a Delaware corporation.

FOURTH: That the certificate of incorporation of the surviving corporation is hereby amended and restated in its entirety to read as attached, and said Amended and Restated Certificate of Incorporation shall continue in full force and effect until amended and/or changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of said principal place is One Boston Scientific Place, Natick, MA 01760.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Executed on this 3rd day of January, 2007:

ENDOTEX INTERVENTIONAL SYSTEMS, INC.

By: 
Name: Joseph M. Tartaglia
Title: President and Chief Executive Officer

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ENDOTEX INTERVENTIONAL SYSTEMS, INC.

FIRST: The name of the corporation is:

EndoTex Interventional Systems, Inc.

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is three thousand (3,000), and the par value of each of such shares is one cent (\$0.01), amounting in the aggregate to thirty dollars (\$30.00) of capital stock.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for defining and regulating the powers of the corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the corporation by statute:

(a) The election of directors need not be by written ballot.

(b) The board of directors shall have the power and authority:

(1) to adopt, amend or repeal by-laws of the corporation, subject only to such limitation, if any, as may be from time to time imposed by law or by the by-laws;

(2) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the assets, real, personal or mixed, and franchises of the corporation, including after-acquired property, and to exercise all of the powers of the corporation in connection therewith; and

(3) subject to any provision of the by-laws of the corporation, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the corporation except as conferred by statute or authorized by the by-laws of the corporation or by the board of directors.

SIXTH: No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time

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by applicable law, this Article Sixth shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Sixth shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.