

03-28-2002

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

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

1. Name of conveying party(ies):

Vascular Innovations, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Cardica, Inc.

Internal Address:

Street Address: 171 Jefferson Drive

City: Menlo Park State: CA Zip: 94025

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaw. Other



03-19-2002

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3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date:

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

78/094,302

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Brian A. Schar

Internal Address: Cardica, Inc.

Street Address: 171 Jefferson Drive

City: Menlo Park State: CA Zip: 94025

6. Total number of applications and registrations involved:



7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

502108

(Attach duplicate copy 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.

Brian A. Schar Name of Person Signing

[Signature] Signature

03/18/2002 Date

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

2

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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CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
VASCULAR INNOVATIONS, INC.

VASCULAR INNOVATIONS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies that:

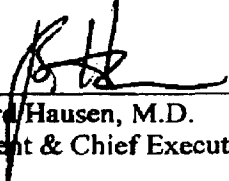
1. The name of the Corporation is Vascular Innovations, Inc.
2. The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was October 15, 1997.
3. The following amendment of the Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law by resolution duly adopted by the Board of Directors of this Corporation and was approved by the stockholders of the Corporation in accordance with the provisions of Section 228 of the Delaware General Corporation Law.
4. Article I of the Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

"The name of the corporation is Cardica, Inc. (the "Corporation" or the "Company")."

5. All other provisions of the Restated Certificate of Incorporation shall remain in full force and effect.


IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and Chief Executive Officer, Bernard Hausen, M.D. and attested by its ~~Assistant Secretary, Frank F. Rahmani~~ ^{AM} ~~Vice President, Legal~~ ^{Vice President, Legal}, this 8th day of November, 2001.

VASCULAR INNOVATIONS, INC.



Bernard Hausen, M.D.
President & Chief Executive Officer

ATTEST:



Mark Meltzer
Vice President of Legal