Form PTO-1594 RECORDATION FORM COVER SHEET (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) RECORDATION FORM COVER SHEET 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.	
Name of conveying party(ies):	Name and address of receiving party(ies);
Transurgical, Inc.	Name: ProRhythm, Inc.
Individual(s) Association	Internal Address: Street Address:
General Partnership Limited Partnership X Corporation-State of Delaware	105 Comac Street
Other:	Cily: Ronkonkoma,
 	State: New York zip: 11779
Additional name(s) of conveying	Individual(s) citizenship:
party(ies) attached? No	Association:
3. Nature of Conveyance:	General Partnership:
AssignmentMerger	Limited Partnership:
Security Agreement X Change of Name	X Corporation-State: <u>Delaware</u>
Other:	Other: If assignes is not domiciled in the United States, a
Execution Date: May 14, 2004	domestic representative designation is attached: (Designations must be a separate document from assignment)
	Additional name(s) & address(es) attached? Yes X No
Application Number(s) or Registration Number(s):	
A. Trademark Application No.(s):	B. Trademark Registration No.(s):
U. S. Serial No. 78/417,322	U.S. Registration No. 2,656,795
Additional numbers attached?	Yes X No
Name and address of party to whom correspondence concerning document should be mailed:	6. Total Number of applications and registrations involved:
Name: Lerner, David, Littenberg, Krumholz &	7. Total fee (37 CFR 3.41) \$ 65.00
Mentlik, LLP	Enclosed
Internal Address:	Authorized to be charged to Deposit Account
Street Address: 600 South Avenue West Docket No. TRANS 10.0-001 and	Authorized to be charged to credit card (Form 2036 enclosed)
TRANS 10.0-006	8. Deposit account number: 12-1095
City: Westfield State: NJ Zlp: 07090	(Attach duplicate copy of this page if paying by deposit account)
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.	
Scott E. Charney - 51,548	February 8, 2005
Name of Person Signing	Signature Date
Total number of pages including cover sheet, attachments, and document: 4	

Delaware

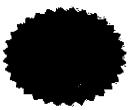
PAGE 1

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 AMENDMENT OF "TRANSURGICAL, INC.", CHANGING ITS NAME FROM "TRANSURGICAL, INC." TO "PRORBYTHM, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2004, AT 2:18 O'CLOCK P.M.

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

2745527 *8*100 040359888



Daniet Smith Hindre

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3116388

PATE: 05~18-04

TRADEMARK REEL: 003029 FRAME: 0110

SECOND CERTIFICATE OF AMENDMENT

OF THE

FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF.

Transurgical, inc

TRANSURGICAL, INC., a composition organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby cartify:

FIRST: That at a meeting of the board of directors of the Corporation hold on April 27, 2004, a resolution was duly adopted setting forth a proposed amendment to the Fourth Amended and Restated Certificate of Incorporation, as amended, of the Corporation, declaring the adoption of said amendment to be advisable and calling for consideration of said proposed amendment by the stockholders of the Corporation. The resolution setting forth the amendment is as follows:

RESOLVED, that it is hereby proposed that Article 1 of the Fourth Amended and Restated Certificate of Incorporation, as smeaded, of the Corporation be amended so that the same as amended would read as follows:

"ARTICLE 1. Name. The same of the Corporation is ProRhythm, Inc."

SECOND: That thereafter, pursuant to the resolution of the Board of Directors, the proposed emendment was approved by the stockholders of the Corporation by written consent dated May 14, 2004.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

State of Delaware Secretary of State Division of Comporations Delivered 02:43 Std 05/17/2004 FILED 02:18 EM 05/17/2004 SRV 040359888 - 2745527 FILE

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IN WITNESS WHEREOF, the Corporation has caused this Cortificate to executed by Reinhard Warnking, its President and CEO this 14 day of May, 2004.

TRANSURGICAL, INC.

By:

Reinhard Warricing President and CEO

> TRADEMARK REEL: 003029 FRAME: 0112

RECORDED: 02/08/2005