



# Delaware

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*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 "PRORHYTEM, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2004, AT 2:19 O'CLOCK P.M.

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

2745527 8100

040359888



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3116388

DATE: 05-18-04

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**SECOND CERTIFICATE OF AMENDMENT  
OF THE  
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
TRANSURGICAL, INC.**

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

**FIRST:** That at a meeting of the board of directors of the Corporation held 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 amended, of the Corporation be amended so that the same as amended would read as follows:

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

**SECOND:** That thereafter, pursuant to the resolution of the Board of Directors, the proposed amendment 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 Corporations  
Delivered 02:43 PM 05/17/2004  
FILED 02:18 PM 05/17/2004  
SRV 04035998 - 2745527 FILE

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by Reinhard Warrking, its President and CEO this 14<sup>th</sup> day of May, 2004.

TRANSURGICAL, INC.

By:   
Reinhard Warrking  
President and CEO