

RECEIVED

05-27-1999

MAY 21 1999

RECEIVED
MAY 21 1999
U.S. Department of Commerce
Patent and Trademark Office

Form PTO-1595
6-93



101048081

SHEET

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

1. Name of conveying party(ies):

- 1. MAV Merger Corporation
- 2. Arterial Vascular Engineering, Inc.

5-21-99

2. Name and address of receiving party(ies):

Name: Medtronic AVE, Inc.
 Street Address: 3576 Unocal Place
 City: Santa Rosa State: CA Zip Code: 95403
 Country: United States

Additional name(s) of conveying party(ies) attached? yes no

Additional name(s) & address(es) attached? yes no

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date(s): January 28, 1999

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

If this document is being filed together with a new application, the execution date of the application is

A. Patent Application No(s).

B. Patent No(s). 1. 5,365,944

Additional numbers attached? yes no

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

Name: **Medtronic AVE, Inc.**
 Internal Address: c/o Richard L. Klcin

Street Address: 3576 Unocal Place
 City: Santa Rosa State: CA Zip Code: 95403

6. Total number of applications and patents involved

1

7. Total fee (37 C.F.R. § 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to Deposit Account

8. Deposit Account Number: 19-0036

05/25/1999 JS HABAZZ 00000044 5365944

01 FC:581

40.00 DP

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.

Tracy-Gene G. Durkin
 Name of Person Signing
 Registration No. 32,831

Tracy-Gene G. Durkin
 Signature

5/21/99
 Date

Total number of pages including cover sheet, attachments and document 5

OMB NO. 0651-0011 (exp.4/94)

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks, Box Assignments
 Washington, D.C. 20231

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"MAV MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "ARTERIAL VASCULAR ENGINEERING, INC." UNDER THE NAME OF "MEDTRONIC AVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999, AT 3 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2269660 8100M

991035130

AUTHENTICATION: 9547248

DATE: 01-28-99

**CERTIFICATE OF MERGER
OF
MAV MERGER CORP.
INTO
ARTERIAL VASCULAR ENGINEERING, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST, That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Arterial Vascular Engineering, Inc.	Delaware
MAV Merger Corp.	Delaware

SECOND: That an Agreement and Plan 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: That the name of the surviving corporation of the merger is Arterial Vascular Engineering, Inc., which upon the merger will change its name to "Medtronic AVE, Inc."

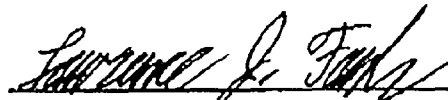
FOURTH: That the restated certificate of incorporation of the surviving corporation shall, as a result of the merger, be amended and restated in its entirety to read as set forth on Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation. The address of such office of the surviving corporation is 3576 Unocal Place, Santa Rosa, California 95403.

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

ARTERIAL VASCULAR ENGINEERING, INC.

By:



Lawrence J. Fassler
Vice President of Legal Affairs, General Counsel and
Secretary

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ARTERIAL VASCULAR ENGINEERING, INC.

ARTICLE 1 - NAME

The name of the corporation shall be Medtronic AVE, Inc.

ARTICLE 2 - REGISTERED OFFICE AND AGENT

The registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3 - PURPOSES

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful acts and activities for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4 - STOCK

The aggregate number of shares the corporation has authority to issue shall be 2,500 shares of Common Stock, \$.01 par value. Holders of Common Stock shall be entitled to one vote for each share of Common Stock held of record.

ARTICLE 5 - RIGHTS OF STOCKHOLDERS

5.1) No Preemptive Rights. No holder of shares of the corporation of any class now or hereafter authorized has any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

5.2) No Cumulative Voting Rights. No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

ARTICLE 6 - MEETINGS AND BOOKS

6.1) Meetings of Stockholders and Election of Directors. Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. Elections of directors need not be by written ballot unless and except to the extent that the Bylaws so provide.

6.2) Corporate Books. The books of the corporation may be kept within or (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY

7.1) Limitation of Liability. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (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 the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

7.2) Amendment of this Article. Any repeal or modification of this Article 7 shall be prospective and shall not affect the rights under this Article 7 in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

ARTICLE 8 - BYLAWS

The Board of Directors is expressly authorized to make and alter Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the General Corporation Law of Delaware.

2200631-8