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

1. Name of conveying party(ies):

Timm Research Company

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

Timm Medical Technologies, Inc.
6585 City West Parkway
Eden Prairie, Minnesota 55344

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

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: November 5, 1998

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)

09/069,660

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Min S. Xu
Address: Merchant & Gould P.C.
3100 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-4131

6. Total number of applications and patents involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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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.

Min S. Xu

Name of Person Signing

Signature

December 9, 1999

Date

Total number of pages including cover sheet, attachments, and document: 7

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Growe, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: TIMM RESEARCH COMPANY

DE: TIMM MEDICAL TECHNOLOGIES, INC.

State of Formation and Name of Surviving Entity:

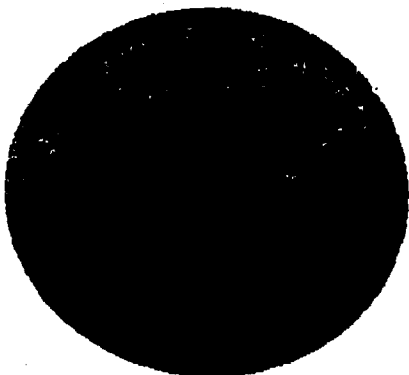
DE: TIMM MEDICAL TECHNOLOGIES, INC.

Effective Date of Merger: 11/5/98

Name of Surviving Entity After Effective Date of Merger:

TIMM MEDICAL TECHNOLOGIES, INC.

This certificate has been issued on: 11/5/98



Joan Anderson Growe
Secretary of State.

**ARTICLES OF MERGER
BETWEEN
TIMM RESEARCH COMPANY
AND
TIMM MEDICAL TECHNOLOGIES, INC.**


The undersigned, Gerald W. Timm, the Secretary of Timm Medical Technologies, Inc., a Delaware corporation, and of Timm Research Company, a Minnesota corporation, hereby certifies as follows:

1. Attached hereto as exhibit A is the plan of merger for the merger of Timm Research Company into Timm Medical Technologies, Inc.
2. Such plan of merger has been approved by Timm Research Company and Timm Medical Technologies, Inc. pursuant to Chapter 302A of the Minnesota Business Corporation Act.
3. Timm Medical Technologies, Inc. hereby consents to service of process in the State of Minnesota in any proceeding for the enforcement of an obligation of a constituent organization and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent organization against the surviving organization.
4. The secretary of state of the State of Minnesota is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding, and the process may be forwarded to The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.
5. Timm Medical Technologies, Inc. agrees that it will promptly pay to the dissenting shareholders of Minnesota the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Secretary of Timm Medical Technologies, Inc. and of Timm Research Company has executed this document for and on behalf of his respective corporations this 5th day of November, 1998.

TIMM RESEARCH COMPANY

TIMM MEDICAL TECHNOLOGIES, INC.



Gerald W. Timm, Secretary



Gerald W. Timm, Secretary

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Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made by and between Timm Research Company, a Minnesota corporation ("Timm Minnesota"), and Timm Medical Technologies, Inc., a Delaware corporation ("Timm Delaware"), as of October 22, 1998.

WHEREAS, Timm Delaware is a wholly owned subsidiary of Timm Minnesota;

WHEREAS, the total number of authorized shares of Timm Minnesota is 30,000,000, of which 20,000,000 shares are designated as common stock, \$.001 par value ("Timm Minnesota Common Stock"), and of which 10,000,000 shares are designated as preferred stock, \$.001 par value ("Timm Minnesota Preferred Stock");

WHEREAS, as of October 22, 1998, there are 3,293,663 shares of Timm Minnesota Common Stock issued and outstanding, and no shares of Timm Minnesota Preferred Stock issued and outstanding;

WHEREAS, the total number of authorized shares of Timm Delaware is 30,000,000, of which 20,000,000 shares are designated as common stock, \$.001 par value ("Timm Delaware Common Stock"), and of which 10,000,000 shares are designated as preferred stock, \$.001 par value ("Timm Delaware Preferred Stock");

WHEREAS, as of October 22, 1998, there are 100 shares of Timm Delaware Common Stock issued and outstanding, and no shares of Timm Delaware Preferred Stock issued and outstanding; and

WHEREAS, the boards of directors of Timm Minnesota and Timm Delaware have determined that it is advisable and in the best interests of their respective corporations to merge such corporations into a single corporation to be governed by the laws of the State of Delaware.

NOW, THEREFORE, Timm Minnesota and Timm Delaware hereby agree upon and adopt this Plan of Merger.

**ARTICLE I
THE MERGER**

1.01 **Merger.** On the Effective Date (as defined in Section 1.03 hereof), and in accordance with this Plan of Merger, the Minnesota Business Corporation Act (the "MBCA") and the Delaware General Corporation Law (the "DGCL"), Timm

Minnesota shall be merged with and into Timm Delaware (the "Merger"), the separate existence of Timm Minnesota shall cease, and Timm Delaware shall continue as the surviving corporation under the corporate name it possesses immediately prior to the Effective Date. Timm Delaware, in its capacity as the corporation surviving the Merger, is hereinafter sometimes referred to as the "Surviving Corporation." Timm Minnesota and Timm Delaware are hereinafter sometimes collectively referred to as the "Constituent Corporations."

1.02 Terms of Merger. On the Effective Date, each share of Timm Minnesota Common Stock issued and outstanding shall be converted by reason of the Merger and without any action on the part of the holders thereof into and become one share of Timm Delaware Common Stock, and each share of Timm Delaware Common Stock issued and outstanding prior to the effective date shall be canceled.

1.03 Effective Date. The Merger shall become effective in Minnesota immediately upon the filing of Articles of Merger with the Secretary of State of the State of Minnesota, and the Merger shall become effective in Delaware immediately upon the filing of a Certificate of Merger with the Secretary of State of the State of Delaware. The date and time on which the Merger shall become effective in each state is referred to herein as the "Effective Date" in the respective states.

1.04 Effect of Merger. The effect of the Merger shall be as set forth in Section 302A.641 of the MBCA and Section 259 of the DGCL, and the Surviving Corporation shall succeed to and possess all the properties, rights, privileges, immunities, powers, franchises and purposes, and be subject to all the duties, liabilities, debts, obligations, restrictions and disabilities, of the Constituent Corporations, all without further act or deed.

1.05 Certificate of Incorporation; Bylaws. From and after the Effective Date and until further amended in accordance with applicable law, the certificate of incorporation of Timm Delaware as in effect immediately prior to the Effective Date (the "Certificate of Incorporation") shall be the certificate of incorporation of the Surviving Corporation. From and after the Effective Date and until further amended in accordance with law, the bylaws of Timm Delaware as in effect immediately prior to the Effective Date shall be the bylaws of the Surviving Corporation.

1.06 Directors and Officers. From and after the Effective Date, the directors of the Surviving Corporation shall be the persons who were the directors of Timm Delaware immediately prior to the Effective Date, and the officers of the Surviving Corporation shall be the persons who were the officers of Timm Delaware immediately prior to the Effective Date. The directors and officers of the Surviving

Corporation shall hold office for the term specified in, and subject to the provisions contained in, the Certificate of Incorporation and bylaws of the Surviving Corporation and applicable law.

1.07 Further Action. If, at any time after the Effective Date, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all properties, rights, privileges, immunities, powers and franchises of either of the Constituent Corporations, the officers of the Surviving Corporation are fully authorized in the name of each Constituent Corporation or otherwise to take, and shall take, all such lawful and necessary action.

ARTICLE II CONVERSION OF SECURITIES

2.01 Conversion of Securities. On the Effective Date, by virtue of the Merger and without any action on the part of Timm Minnesota, Timm Delaware, or the holder of any of the following securities:

(a) each share of Timm Minnesota Common Stock issued and outstanding immediately prior to the Effective Date (other than any Dissenting Shares (as defined in Section 2.02 hereof)) shall be converted into and become a right to receive one share of Timm Delaware Common Stock;

(b) upon surrender of their certificates for Timm Minnesota Common Stock to the Company, shareholders shall receive certificates for Timm Delaware Common Stock;

(c) the registered owner on the books and records of Timm Minnesota of any outstanding certificate for Timm Minnesota Common Stock shall, until such certificate shall have been surrendered for transfer or exchange or otherwise accounted for to Timm Delaware, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of Timm Delaware evidenced by such outstanding certificate;

(d) all options to purchase shares of Timm Minnesota Common Stock authorized and outstanding immediately prior to the Effective Date shall be converted into and become options to purchase shares of Timm Delaware Common Stock; and

(e) each share of Timm Delaware Common Stock issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished.

2.02 Dissenting Shares.

(a) Notwithstanding anything in this Plan of Merger to the contrary, shareholders who have complied with the dissenters' rights provisions of Sections 302A.471 and 302A.473 of the MBCA with respect to their shares of Timm Minnesota Common Stock (the "Dissenting Shares") shall be entitled only to such rights as are granted by Section 302A.473 of the MBCA. Such Dissenting Shares shall not be converted into or represent a right to receive Timm Delaware Common Stock pursuant to Section 2.01 hereof.

(b) If the holder of any shares of Timm Minnesota Common Stock shall become entitled to receive payment for such shares pursuant to Sections 302A.471 and 302A.473 of the MBCA, then such payment shall be made by the Surviving Corporation.

**ARTICLE III
MISCELLANEOUS**

3.01. Abandonment. At any time before the Effective Date, this Plan of Merger may be terminated by the board of directors of Timm Minnesota.

3.02. Amendment. At any time before the Effective Date, this Plan of Merger may be amended, modified or supplemented by the boards of directors of the parties hereto.

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV - 5 1998

Law Anderson Shover

Secretary of State