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03-14-2000

FORM PTO-1619A  
Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
**PATENT**

101289681

**RECORDATION FORM COVER SHEET  
PATENTS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New

Resubmission (Non-Recordation)  
Document ID#

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

**Conveyance Type**

Assignment  Security Agreement

License  Change of Name

Merger  Other

**U.S. Government**  
(For Use ONLY by U.S. Government Agencies)

Departmental File  Secret File

**Conveying Party(ies)**

Mark if additional names of conveying parties attached

Name (line 1)  Execution Date Month Day Year

Name (line 2)

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Name (line 1)

Name (line 2)

Execution Date Month Day Year

**Receiving Party**

Mark if additional names of receiving parties attached

Name (line 1)   If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Name (line 2)

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Address (line 3)     
City State/Country Zip Code

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

**PATENT**  
**REEL: 010605 FRAME: 0258**

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Application Number(s) or Patent Number(s)**

Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

**Patent Application Number(s)**

<input type="text" value="08188187"/>	<input type="text" value="09073392"/>	<input type="text" value="09073396"/>
<input type="text" value="09072801"/>	<input type="text" value="09072853"/>	<input type="text" value="09072800"/>
<input type="text" value="09072962"/>	<input type="text"/>	<input type="text"/>

**Patent Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

**Patent Cooperation Treaty (PCT)**

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>
PCT <input type="text"/>	PCT <input type="text"/>	PCT <input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment:  
Deposit Account

Enclosed  Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Thomas A. Runk

Name of Person Signing

*Thomas A. Runk* Jan. 31, 2000

Signature

Date

**HEART RHYTHM TECHNOLOGIES INCORPORATED  
UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors of Heart Rhythm Technologies Incorporated, a California corporation, (the "Corporation"), pursuant to Section 1001 of the California General Corporation Law, do hereby approve in all respects the adoption of the following resolutions of the Board and each and every action effected thereby:

**RESOLVED**, that Ralph F. Hall be, and he hereby is, appointed Secretary of the Corporation, to hold such office until his respective successor is chosen and qualified;

**FURTHER RESOLVED**, that the Board of Directors of the Corporation hereby declares it to be advisable and in the best interests of the Corporation for the Corporation to enter into a Bill of Sale and Assignment with Cardiac Pacemakers, Inc., a Minnesota corporation ("CPI") and the sole stockholder of the Corporation, in substantially in the form presented to the Board of Directors as Exhibit A hereto (the "Agreement"), pursuant to which the Corporation will transfer all of its assets and to CPI and CPI will assume all of the liabilities of the Corporation, in accordance with the terms set forth in the Agreement; and be it

**FURTHER RESOLVED**, that the form, terms and provisions of the Agreement, and the sale of assets be, and it hereby is, approved and adopted in all respects; and that the Corporation be, and it hereby is, authorized and directed to enter into the Agreement substantially in such form; and be it


**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the Agreement, with such changes therein as may be approved by the officer who shall execute the Agreement, such approval to be conclusively evidenced by his execution thereof, and to deliver the Assets (as defined in the Agreement) in accordance with the terms of the Agreement; and be it

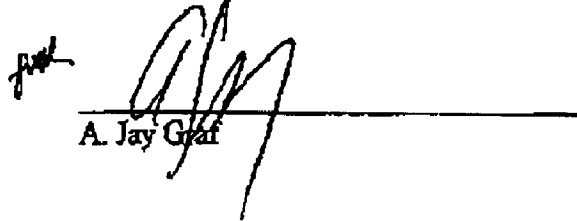
**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized to take or cause to be taken in the name and on behalf of the Corporation, any and all such actions in addition to those specifically referred to in the foregoing resolutions, including, without limitation, the execution, delivery or filing of all such other documents, instruments, agreements, schedules, reports or statements, as they or any of them shall deem to be necessary or advisable in order to carry out the purpose and intent of each of the foregoing resolutions and to consummate the transaction contemplated thereby.

IN WITNESS WHEREOF, the undersigned have executed this instrument and direct that it be filed with the minutes of the Corporation. This instrument may be executed in one or more counterparts, all of which together shall be one and the same instrument.

Dated: December 31, 1998

  
\_\_\_\_\_  
Ronald W. Dollens

  
\_\_\_\_\_  
Keith E. Brauer

  
\_\_\_\_\_  
A. Jay Graf

**CERTIFICATE OF DISSOLUTION  
OF  
HEART RHYTHM TECHNOLOGIES INC.**

The undersigned certify that:

1. They constitute all of the directors of Heart Rhythm Technologies Inc., a California corporation (the "Corporation").
2. The Corporation has been completely wound up.
3. Dissolution was authorized by a vote of all outstanding shares by Cardiac Pacemakers, Inc., a Minnesota corporation ("CPI") and the sole shareholder of the Corporation, pursuant to Section 1900(a) of the California General Corporation Law.
4. The Corporation's known debts and liabilities have been assumed by CPI, whose principal place of business is 4111 Hamline Avenue North, St. Paul, Minnesota, 55112. CPI has been duly qualified to conduct business within the State of California.
5. CPI assumes the tax liability of the Corporation as security for the issuance of a tax clearance from the Franchise Tax Board and is responsible for the additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The known assets have been distributed to CPI, pursuant to Section 2004 of the California General Corporation Law.
7. The Corporation is dissolved.

\* \* \* \* \*


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The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to their own knowledge.

Dated: December 31, 1998

  
\_\_\_\_\_  
Ronald W. Dollens

  
\_\_\_\_\_  
Keith E. Brauer

*with*  
  
\_\_\_\_\_  
A. Jay Graf

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