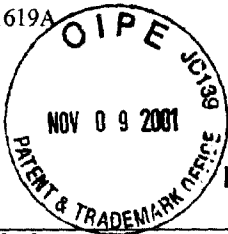


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11-15-2001

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

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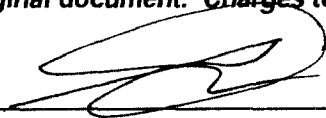
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Robert H. Epstein
Name of Person Signing


Signature

11/8/01
Date

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 OWNERSHIP, WHICH MERGES:

"MEROCEL CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "MEDTRONIC XOMED SURGICAL PRODUCTS, INC."
UNDER THE NAME OF "MEDTRONIC XOMED, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2000, AT 1:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF
JANUARY, A.D. 2001.

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



Harriet Smith Windsor

Secretary of State

2391243 8100M

AUTHENTICATION: 0892012

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DATE: 01-03-01