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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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Tab settings

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

1. Name of conveying party(ies):

Vascular Innovations, Inc.

06/26/02

2. Name and address of receiving party(ies)

Name: Cardica, Inc.

Internal Address:

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

3. Nature of conveyance:

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

Street Address: 171 Jefferson Drive

City: Menlo Park State: CA Zip: 94025

Execution Date: 11/26/2001

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

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) 10/003,406

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Brian A. Schar

Internal Address: Cardica, Inc.

Street Address: 171 Jefferson Drive

City: Menlo Park State: CA Zip: 94025

6. Total number of applications and patents involved:

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502108

DO NOT USE THIS SPACE

9. Signature.

Brian Schar, Reg. No. 45,076
Name of Person Signing

[Handwritten Signature]
Signature

6/26/2002
Date

Total number of pages including cover sheet, attachments, and documents: 2

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

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
VASCULAR INNOVATIONS, INC.

VASCULAR INNOVATIONS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies that:

1. The name of the Corporation is Vascular Innovations, Inc.
2. The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was October 15, 1997.
3. The following amendment of the Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law by resolution duly adopted by the Board of Directors of this Corporation and was approved by the stockholders of the Corporation in accordance with the provisions of Section 228 of the Delaware General Corporation Law.
4. Article I of the Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

"The name of the corporation is Cardica, Inc. (the "Corporation" or the "Company")."


5. All other provisions of the Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and Chief Executive Officer, Bernard Hausen, M.D. and attested by its ~~Assistant Secretary, Frank F. Rahmani~~ ^{AA M} ~~Vice President, Legal~~, this 8th day of November, 2001.

VASCULAR INNOVATIONS, INC.


Bernard Hausen, M.D.
President & Chief Executive Officer

ATTEST:


Mark Meltzer
Vice President of Legal