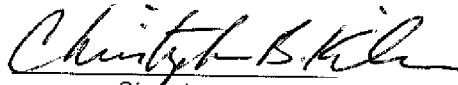


Form PTO-1595 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼	<b>RECORDATION FORM COVER SHEET</b> <b>PATENTS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): ICUSA, Inc.  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>VISICU, Inc.</u>  Internal Address: _____  _____  Street Address: <u>2400 Boston Street, Ste. 302</u>  _____  City: <u>Baltimore</u> State: <u>MD</u> Zip: <u>21224</u>  Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: <u>10/02/2000</u>		
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) <u>09/443,072</u> B. Patent No.(s) _____ _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Roberts Abokhair &amp; Mardula, LLC</u>  Internal Address: <u>11800 Sunrise Valley Drive,</u> <u>Suite 1000, Reston, VA 20191</u>  _____  Street Address: <u>11800 Sunrise Valley Drive,</u> <u>Suite 1000</u>  _____  City: <u>Reston</u> State: <u>VA</u> Zip: <u>20191</u>	6. Total number of applications and patents involved: <u>1</u>  7. Total fee (37 CFR 3.41).....\$ <u>40.00</u>  <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  8. Deposit account number:  <u>18-1579</u>	
<b>DO NOT USE THIS SPACE</b>		
9. Signature.  <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;"> <u>Christopher B. Kilner, Esq., Reg. No. 45,381</u>            Name of Person Signing         </div> <div style="width: 30%; text-align: center;">             Signature         </div> <div style="width: 30%; text-align: right;"> <u>06/07/2004</u>            Date         </div> </div> <div style="text-align: right; margin-top: 5px;">         Total number of pages including cover sheet, attachments, and documents: <u>4</u> </div>		

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

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

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 AMENDMENT OF "ICUSA, INC.", CHANGING ITS NAME FROM "ICUSA, INC." TO "VISICU, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF OCTOBER, A.D. 2000, AT 1 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

2873480 8100

AUTHENTICATION: 0711111

001496557

DATE: 10-02-00  
PATENT

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ICUSA

002

**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED  
CERTIFICATE OF  
INCORPORATION OF ICUSA, INC.**

ICUSA, Inc., a Delaware corporation (the "Corporation"), hereby certifies to the Secretary of State of the State of Delaware that:

**FIRST:** The name of the Corporation is ICUSA, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 19, 1998.

**SECOND:** This Certificate of Amendment to Amended and Restated Certificate of Incorporation (this "Amendment") was duly adopted and declared advisable by unanimous written consent of the Board of Directors of the Corporation in accordance with the applicable provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware.

**THIRD:** The stockholders of the Corporation duly adopted this Amendment by unanimous written consent in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** Article ONE of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

ONE. The name of this Corporation is Visicu, Inc.

**FIFTH:** The first paragraph of Article FOUR of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

FOUR. This corporation is authorized to issue two classes of stock to be designated Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares of Common Stock which this corporation has authority to issue is twenty million five hundred thousand (20,500,000) with par value of one hundredth of one cent (\$.0001) per share. The total number of shares of Preferred Stock which this corporation has authority to issue is fourteen million six hundred fifty thousand 14,650,000 with par value of one hundredth of one cent (\$.0001) per share. Of such Preferred Stock, three million five hundred thousand (3,500,000) shares are designated Series A Preferred Stock ("Series A Preferred") and eleven million one hundred fifty thousand 11,150,000 shares are designated Series B Preferred Stock (the "Series B Preferred").

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 10/02/2000  
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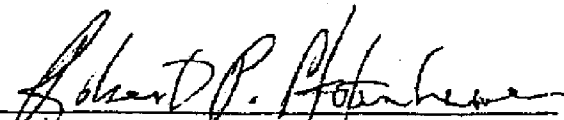
003

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this Amendment to be signed by its President and attested to by its Secretary this 2nd day of October 2000.

ATTEST:

ICUSA, Inc.,  
a Delaware Corporation

  
Name: Michael D. Breslow, M.D.  
Secretary

By:   
Robert P. Pfotenbauer  
President