


RECORDATION FORM COVER SHEET PATENTS ONLY

Commissioner for Patents: Please record the attached original document(s) or copy(ies).

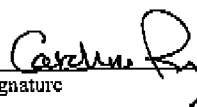
1. Name of conveying party(ies): Intelligent Medical Devices, LLC 58 Charles Street Cambridge, MA 02141 Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): Intelligent Medical Devices, Inc. 58 Charles Street Cambridge, MA 02141 Additional names/addresses 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: 10/29/04			
4. Application number(s) or patent number(s): If this document is being filed with a new application, the execution date of the application is: A. Patent Application No(s): 09/996,056 B. Patent No(s): Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name/address of party to whom correspondence concerning document should be mailed: J. PETER FASSE Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804		6. Total number of applications/patents involved: 1 7. Total fee (37 CFR §3.41): \$40 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge Deposit Account. 8. Deposit Account No.: 06-1050 Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.	
DO NOT USE THIS SPACE			
9. Statement and Signature: <i>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.</i> J. Peter Fasse Reg. No. 32,983 Name of Person Signing  Signature Date 4/7/05 Total number of pages including coversheet, attachments and document: 7 pages			

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CERTIFICATE OF TRANSMISSION BY FACSIMILE

I hereby certify that this correspondence is being transmitted by facsimile to the Patent and Trademark Office on the date indicated below.

April 7, 2005  CAROLINE ROY
 Date of Transmission Signature Typed Name of Person Signing Certificate

PATENT

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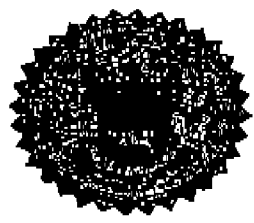
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "INTELLIGENT MEDICAL DEVICES LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "INTELLIGENT MEDICAL DEVICES LLC" TO "INTELLIGENT MEDICAL DEVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2004, AT 3:32 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3306030 8100V

040783492

AUTHENTICATION: 3445553

DATE: 10-29-04

PATENT
REEL: 016032 FRAME: 0271

11/01/2004 12:23
10/29/2004 15:31

SKARDEL INC. → 16965840919177773416

SKARDEL INC. → 16965840913027393673

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:32 PM 10/29/2004
FILED 03:32 PM 10/29/2004
SRV 040783492 - 3306030 FILE

CERTIFICATE OF CONVERSION
OF
INTELLIGENT MEDICAL DEVICES LLC
INTO
INTELLIGENT MEDICAL DEVICES, INC.

Pursuant to Sections 103 and 265 of the General Corporation Law of the State of Delaware and Section 18-216 of the Delaware Limited Liability Company Act

Intelligent Medical Devices LLC, a Delaware limited liability company (the "Company"), does hereby certify to the following facts relating to the conversion of the Company into a Delaware corporation (the "Conversion"):

FIRST: The Company was first formed on the 23rd day of October, 2000.

SECOND: The name of the Company immediately prior to the filing of this certificate of conversion is Intelligent Medical Devices LLC.

THIRD: The name of the corporation into which the Company shall be converted, as set forth in its certificate of incorporation, is Intelligent Medical Devices, Inc.

FOURTH: The Company is a limited liability company.

APR. 7. 2005 3:36PM

(3) FISH & RICHARDSON 6175428906

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10/29/2004 15:31

SKARDEL INC. → 1696584091917773416
SKARDEL INC. → 16965840913027393673

NO. 611
NO. 655

FIFTH: As of the effective time of the Conversion, by virtue of the Conversion and without any further action on the part of the holders of any ownership interests of Intelligent Medical Devices LLC, each issued and outstanding Common Unit shall be converted into one share of common stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Common Stock"), each Series A Preferred Unit shall be converted into one share of Series A Preferred stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Series A Stock"), and each Series B Preferred Unit shall be converted into one share of Series B Preferred stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Series B Stock"). From and after the effective time of the Conversion, all such converted Common Units, Series A Preferred Units and Series B Preferred Units shall no longer be outstanding and shall be deemed to be cancelled and retired and shall cease to exist, and each holder of a Common Unit, Series A Preferred Unit and Series B Preferred Unit shall cease to have any rights with respect to such Common Unit, Series A Preferred Unit and Series B Preferred Unit except the right to receive shares of Common Stock, Series A Stock and Series B Stock of Intelligent Medical Devices, Inc. as detailed above.

As soon as reasonably practicable after the effective time of the Conversion, Intelligent Medical Devices, Inc. shall mail to each holder of record of a notice stating the number of shares of Common Stock, Series A Stock and Series B Stock of Intelligent Medical Devices, Inc. issued in exchange for each Common Unit, Series A Preferred Unit and Series B Preferred Unit formerly held of record by such holder and one or more certificates representing such shares.

IN WITNESS WHEREOF, the Company has caused this certificate of conversion to be executed in its company name this 29th day of October, 2004.

Intelligent Medical Devices LLC

By: /s/ Alice Jacobs
Name: Alice Jacobs
Title: Chief Executive Officer

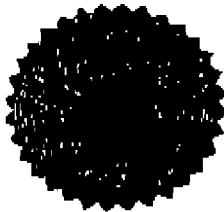
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Delaware

PAGE 1

The First State

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 AMENDMENT OF "GENEVENTION LLC", CHANGING ITS NAME FROM "GENEVENTION LLC" TO "INTELLIGENT MEDICAL DEVICES LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D. 2003, AT 2:05 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030221918

AUTHENTICATION: 2348610

DATE: 04-03-03
PATENT

REEL: 016032 FRAME: 0274

04/04/2003 10:18

NO. 886 002

04/03/2003 13:57

NO. 331 001

04/03/2003 13:11 SKADDEN ARPS + 9131777341EP858778

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
GENEVENTION LLC**

**Pursuant to Section 18-202 of the
Delaware Limited Liability Company Act**

1. The name of the limited liability company is GeneVention LLC (the "Company").
2. The Certificate of Formation of the Company is hereby amended to change the name of the Company to Intelligent Medical Devices LLC.
3. Accordingly, Article 1. of the Certificate of Formation shall, as amended, read as follows:
"1. The name of the limited liability company is Intelligent Medical Devices LLC."
4. This Certificate of Amendment shall be effective as of April 3, 2003.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:05 PM 04/03/2003
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04/04/2003 10:10

NO. 906 023

04/03/2003 13:57

NO. 331 002

04/03/2003 13:11 SKADDEN ARPS + 91917773416P055770

IN WITNESS WHEREOF, the undersigned authorized person has
executed this Certificate of Amendment this first day of April, 2003.

GENEVENTION LLC

By: 
Name: Alice Jacobs
Title: Chairman & CEO