

Form PTO-1595 (Rev. 09/04)  
OMB No. 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET  
PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

SciMed Life Systems, Inc (12/22/2004)

Execution Date(s): in parentheses after inventor name

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

3. Nature of Conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☒ Change of Name  
☐ Government Interest Assignment  
☐ Executive Order 9424, Confirmatory License  
☐ Other

2. Name and address of receiving party(ies)

Name: Boston Scientific Scimed, Inc.

Internal Address:

Street Address:

One Scimed Place

City: Maple Grove

State: Minnesota

Country: United States of America Zip: 55311-1566

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

4. Application or patent number(s):

A. Patent Application No.(s)

10/442446

☐ This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: John V. Bianco  
ROPES & GRAY LLP

Internal Address: Atty. Dkt.: MIY-P04-003

Street Address: One International Place

City: Boston

State: MA Zip: 02110-2624

Phone Number: (617) 951-7973

Fax Number: (617) 951-7050

Email Address: jbianco@ropesgray.com

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- ☐ Authorized to be charged by credit card  
☒ Authorized to be charged to deposit account  
☐ Enclosed  
☐ None required (government interest not affecting title)

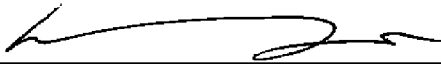
8. Payment Information

a. Credit Card Last 4 Numbers  
Expiration Date

b. Deposit Account Number 18-1945

Authorized User Name John V. Bianco

9. Signature:



Signature

April 14, 2005

Date:

Weishi Li, Ph.D., Reg. No. 53,217

Name of Person Signing

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

6

I hereby certify that this correspondence is being facsimile transmitted to the Patent and Trademark Office, facsimile no. (703) 306-5995, on the date shown below.

Dated: April 14, 2005

Signature:  (Mary Jane DiPalma)

CH \$40.00 181945 10442446

**State of Minnesota****SECRETARY OF STATE***Certificate of Merger*

*I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.*

***Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A***

***State of Formation and Names of Merging Entities:***

***MN: BOSTON SCIENTIFIC SCIMED, INC.***

***MN: SCIMED LIFE SYSTEMS, INC.***

***State of Formation and Name of Surviving Entity:***

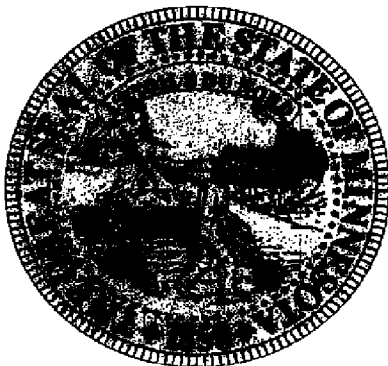
***MN: SCIMED LIFE SYSTEMS, INC.***

***Effective Date of Merger: 1/1/2005---12:01 A.M.***

***Name of Surviving Entity After Effective Date of Merger:***

***BOSTON SCIENTIFIC SCIMED, INC.***

***This certificate has been issued on: 12/22/2004***



*Mary Kiffmeyer*  
Secretary of State.

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DORSEY WHITNEY LLP



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**ARTICLES OF MERGER OF  
BOSTON SCIENTIFIC SCIMED, INC.  
WITH AND INTO  
SCIMED LIFE SYSTEMS, INC.**

Pursuant to Minnesota Business Corporation Act, Section 302A, the undersigned, Boston Scientific Scimed, Inc., a Minnesota corporation ("BSS"), and Scimed Life Systems, Inc., a Minnesota corporation ("Scimed Life"), hereby adopt the following Articles of Merger for the purpose of merging BSS with and into Scimed Life, with Scimed Life being the surviving corporation.

1. The Agreement and Plan of Merger between BSS and Scimed Life dated as of December 15, 2004 (the "Merger Agreement"), as required by Minnesota Business Corporation Act, Section 302A.615, subdivision 1, is attached hereto as Exhibit I.

2. The Board of Directors and sole shareholder of BSS approved the Merger Agreement in a joint written action dated as of December 15, 2004 pursuant to Minnesota Business Corporation Act, Section 302A.613.

3. The Board of Directors and all of the shareholders of Scimed Life approved the Merger Agreement in a joint written action dated as of December 15, 2004 pursuant to Minnesota Business Corporation Act, Section 302A.613.

4. The name of the surviving corporation shall be Boston Scientific Scimed, Inc.

5. The merger shall be effective upon the later of 12:01 a.m. on January 1, 2005 or the filing of these Articles of Merger with the Secretary of State of the State of Minnesota.

IN WITNESS WHEREOF, BSS and Scimed Life have caused these Articles of Merger to be executed by their respective officers thereunto duly authorized this 22 day of December, 2004.

BOSTON SCIENTIFIC SCIMED, INC.

SCIMED LIFE SYSTEMS, INC.

By: 

Paul A. LaViolette  
Chief Executive Officer and President

By: 

Paul W. Sandman  
Chief Executive Officer

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Exhibit A

PLAN OF MERGER  
OF  
BOSTON SCIENTIFIC SCIMED, INC.  
INTO  
SCIMED LIFE SYSTEMS, INC.

1. Scimed Life Systems, Inc. ("Scimed Life") is a business corporation whose jurisdiction of organization is the State of Minnesota. Boston Scientific Scimed, Inc. ("BSS") is a business corporation whose jurisdiction of organization is the State of Minnesota.
2. BSS (the non-surviving corporation) hereby merges with and into Scimed Life (the surviving corporation) pursuant to the provisions of Section 302A.601 of the Minnesota Business Corporation Act.
3. The separate existence of BSS shall cease upon the effective date of the merger pursuant to the provisions of the Minnesota Business Corporation Act, and Scimed Life shall continue its existence as the surviving corporation pursuant to the provisions of the Minnesota Business Corporation Act.
4. The name of the surviving corporation shall be Boston Scientific Scimed, Inc.
5. The merger described herein shall be effective (the "Effective Time") upon the later of 12:01 a.m. on January 1, 2005 or the filing of the Articles of Merger with the Secretary of State of the State of Minnesota.
6. The 4,919,847 shares of common stock, \$.01 par value, of BSS issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for 628 validly issued, fully paid and nonassessable shares of common stock, \$.05 par value of the surviving corporation, and a new certificate shall be issued representing such shares.
7. The directors of BSS immediately prior to the Effective Time shall be the directors of the surviving corporation, and the officers of BSS immediately prior to the Effective Time shall be the officers of the surviving corporation.
8. This plan may be terminated and the merger abandoned by the boards of directors of Scimed Life and BSS at any time prior to the Effective Time.
9. The officers of each of BSS and Scimed Life are authorized, empowered, and directed to take any and all actions that, in their discretion, are necessary to consummate the transactions contemplated by the Plan of Merger or which may be in any way necessary or proper to effect such merger.

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## EXHIBIT I

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Merger Agreement") is made and entered by and between Scimed Life Systems, Inc., a Minnesota corporation ("Scimed Life"), and Boston Scientific Scimed, Inc., a Minnesota corporation ("BSS"), as of the 15th day of December, 2004.

WHEREAS, Boston Scientific Corporation, a Delaware corporation ("BSC"), is the sole shareholder of BSS and holds 4,919,847 of the outstanding shares of common stock of BSS;

WHEREAS, BSC and Boston Scientific Wayne Corporation, a New Jersey corporation and a subsidiary of BSC ("Wayne"), are the shareholders of Scimed Life, with BSC holding 10,000 of the outstanding shares of common stock of Scimed Life and Wayne holding 354 of the outstanding shares of common stock of Scimed Life;

WHEREAS, BSC, Wayne, BSS and Scimed Life desire that, following the effective time of the merger, BSC shall hold 10,628 of the outstanding shares of common stock of the surviving corporation and Wayne shall hold 354 shares of common stock of the surviving corporation;

WHEREAS, the parties intend that the merger contemplated hereby shall be a tax-free reorganization under Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, and that this Merger Agreement shall constitute a plan of reorganization;

WHEREAS, the respective boards of directors of BSS and Scimed Life have, by resolutions duly adopted, determined that a merger of BSS with and into Scimed Life (the "Merger") in accordance with the terms of this Merger Agreement and the applicable provisions of the Minnesota Business Corporation Act, as amended, is in the best interests of each such party and its respective shareholders; and

WHEREAS, 100% of the shareholders of each of BSS and Scimed Life have approved and adopted the terms of this Merger Agreement and the Merger;

NOW, THEREFORE, the parties hereto agree as follows:

1. Merger. The Merger shall take effect in accordance with the plan of merger, attached hereto as Exhibit A (the "Plan of Merger"), and incorporated into this Merger Agreement.
2. Governing Law. The internal law, without regard for conflicts of laws principles, of the State of Minnesota will govern all questions concerning the construction,

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validity and interpretation of this Merger Agreement and the performance of the obligations imposed by this Merger Agreement.

3. Assignment. This Merger Agreement and all of the provisions hereof will be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, except that neither this Merger Agreement nor any of the rights, interests or obligations hereunder may be assigned by any party hereto without the prior written consent of the other party hereto.

4. Amendment and Waiver. The parties may, by written agreement, waive compliance with or modify, amend or supplement any of the covenants or agreements contained in this Merger Agreement.

5. Notices. All notices, requests, demands and other communications hereunder shall be in writing and shall be deemed to have been duly given if delivered by hand, or mailed by first class mail, return receipt requested, or when receipt is acknowledged by return telecopy if telecopied, to the address appearing on the corporate records of each of the parties hereto (or to such other address as a party may designate by notice to the other).

6. Counterparts. This Merger Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be duly executed as of the day and year first above written.

BOSTON SCIENTIFIC SCIMED, INC.

By: 

Paul A. LaViolette  
Chief Executive Officer and President

SCIMED LIFE SYSTEMS, INC.

By: 

Paul W. Sandman  
Chief Executive Officer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 22 2004

  
Secretary of State