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04-06-2006



RE

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Submission Type

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Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other

U.S. Government
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Departmental File Secret File

Conveying Party(ies) Mark if additional names of conveying parties attached

Name	Execution Date		
	Month	Day	Year
Intelligent Medical Devices, LLC	10	29	04
	/	/	
	/	/	
	/	/	

Receiving Party Mark if additional names of receiving parties attached

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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

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Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

Patent Cooperation Treaty (PCT)

Enter PCT application number
only if a U.S. Application Number
has not been assigned.

PCT

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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account)

Deposit Account Number

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Authorization to charge additional fees:

Yes

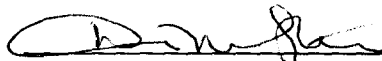
No

Statement and Signature

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. Charges to the deposit account are authorized, as indicated herein.

Diana M. Steel, Reg. No. 43,153

Name of Person Signing



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3/31/06

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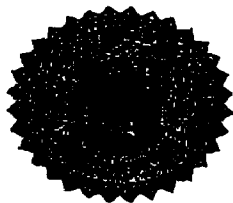
Delaware

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: 017742 FRAME: 0076

11/01/2004 12:23 SKARDEL INC. → 1696584091917773416

NO.670 D03

10/29/2004 15:31 SKARDEL INC. → 16965840913027393673

NO.655 D02

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:32 PM 10/29/2004
FILED 03:32 PM 10/29/2004
SERV 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.

11/01/2004 12:23 SKARDEL INC. → 16965840919177773416

NO.670 004

10/29/2004 15:31 SKARDEL INC. → 16965840913027393673

NO.655 003

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