



06-19-2006



103259846

U.S. Department of COMMERCE
United States Patent and Trademark Office

To the Director of the U.S. Patents and Trademark Office: Please record the attachment.

or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
SCIMED LIFE SYSTEMS, INC.

Execution Date(s) December 22, 2004

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

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: U.S.A. Zip: 55311

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

3. Nature of conveyance:

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

4. Application number(s) or patent number(s):

A. Patent Application No.(s)

10/774,483

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

B. Patent No.(s)

06/16/2006 DBYRNE 00000066 110600 10774483

01 FC:0021 40.00 DA

Additional numbers attached? ☐ Yes ☒ No

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

Name: Ronald L. Sigworth

Internal Address: KENYON & KENYON LLP

Street Address: 1500 K Street, N.W., Suite 700

City: Washington

State: DC Zip: 20005

Phone Number (202) 220-4395

Fax Number: (202) 220-4201

Email Address: rsigworth@kenyon.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40

- ☐ 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 11-0600

Authorized User Name KENYON & KENYON

9. Signature :

Ronald L. Sigworth
Signature

6/14/06
Date

Ronald L. Sigworth, Reg. No. 53,592

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

5

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, V.A. 22313-1450

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,

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

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.

4I-1170

**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.

By: _____

Paul A. LaViolette
Chief Executive Officer and President

SCIMED LIFE SYSTEMS, INC.

By: _____

Paul W. Sandman
Chief Executive Officer