

# **Recordation Form Cover Sheet** **PATENTS ONLY**

**Attorney's Docket No. 0055885-000005**

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):**

Rosedale Medical, Inc.

**2. Name and address of receiving party(ies):**

Intuity Medical, Inc.  
350 Potrero Avenue  
Sunnyvale, CA 94085

**3. Nature of Conveyance/Execution Date(s):**

Execution Date(s): June 7, 2007

☐ Assignment

☐ Security Agreement

☐ Joint Research Agreement

☐ Government Interest Agreement

☐ Other:

☐ Executive Order 9424 Confirmatory License

☐ Merger

☒ Change of Name

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

A. Patent Application No.(s)

B. Patent No.(s)

6,923,764

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

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

Name: Scott W. Cummings

Address: Buchanan Ingersoll & Rooney PC  
Customer Number 21839  
P.O. Box 1404  
Alexandria, VA 22313-1404

**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. PTO Form 2038 attached.

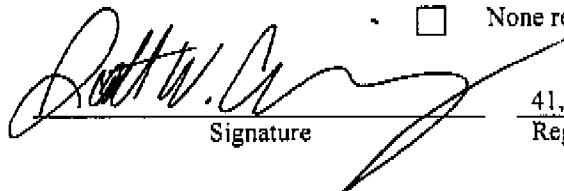
☒ Authorized to be charged to deposit account 02-4800

☐ Enclosed.

☐ None required (gov't interest not affecting title)

**8.**

**Signature:**



Signature

41,567

Reg. No.

January 29, 2008

Date

Scott W. Cummings  
Name of Person Signing

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

5

# 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 "ROSEDALE MEDICAL, INC.", CHANGING ITS NAME FROM "ROSEDALE MEDICAL, INC." TO "INTUITY MEDICAL, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 2007, AT 6:33 O'CLOCK P.M.

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

3516845 8100

070686018



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5739857

DATE: 06-07-07

PATENT  
REEL: 020431 FRAME: 0408

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:59 PM 06/07/2007  
FILED 06:33 PM 06/07/2007  
SRV 070686018 - 3516845 FILE

**CERTIFICATE OF AMENDMENT  
TO THE  
SIXTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ROSEDALE MEDICAL, INC.,  
a Delaware corporation**

The undersigned, Syrous Parsay, hereby certifies that:

1. He is the duly elected and acting President and Chief Executive Officer of Rosedale Medical, Inc., a Delaware corporation (the "Corporation").

2. The original Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on April 24, 2002 under its current name. The Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on May 22, 2002. The Second Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on May 1, 2003. The Third Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on August 28, 2003. The Fourth Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on December 17, 2003. The Fifth Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on July 14, 2004. The Sixth Amended and Restated Certificate of Incorporation of this Corporation was filed with the Secretary of State of the State of Delaware on August 11, 2006.

3. The amendment to the Sixth Amended and Restated Certificate of Incorporation of the Corporation herein certified was duly adopted by this Corporation's Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, and the Corporation's stockholders have given their written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

4. Article FIRST of the Sixth Amended and Restated Certificate of Incorporation of the Corporation shall be amended and restated in its entirety as follows:

"The name of the corporation is Intuity Medical, Inc. (the 'Corporation')."

5. Article SIXTH, Section B.5(e) of the Sixth Amended and Restated Certificate of Incorporation of the Corporation shall be amended and restated in its entirety as follows:

*"Certain Issues of Common Stock Excepted.* Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment of the Conversion Price of any Series of Preferred Stock in the case of (and any

such adjustments to date are hereby waived in the case of, but only in the case of) the issuance of (i) up to an aggregate of 1,548,761 stock options and the underlying Common Stock (net of any repurchases of such shares or cancellations or expirations of options or incentives) issued after the filing of this Sixth Amended and Restated Certificate of Incorporation in connection with the Corporation's stock option plan, appropriately adjusted to reflect the occurrence of any event described in subsection 5(f), to directors, officers, employees or consultants of the Corporation in connection with their service as directors of the Corporation, their employment by the Corporation or their retention as consultants by the Corporation, (ii) shares of Common Stock upon the conversion of shares of Preferred Stock, (iii) shares of capital stock or options to purchase capital stock issued in connection with bona fide commercial bank, capital lease or similar transactions, provided that such issuances have been approved by the Board of Directors of the Corporation; (iv) shares of capital stock or options to purchase capital stock issued in connection with bona fide licensing, corporate partnering or similar transactions, provided that such issuances have been approved by the Board of Directors of the Corporation, including any three (3) of the Investor Directors (as defined below); and (v) shares of capital stock issued pursuant to the exercise of options, warrants or other Convertible Securities outstanding as of the date of the Filing."

The remainder of Article SIXTH shall remain unchanged.

6. All other provisions of the Sixth Amended and Restated Certificate of Incorporation shall remain in full force and effect.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be duly executed on behalf of the Corporation at Sunnyvale, California this 7<sup>th</sup> day of June, 2007.

**ROSEDALE MEDICAL, INC.**  
**a Delaware corporation**

By: /s/ Syrous Parsay  
Syrous Parsay, *President and Chief*  
*Executive Officer*