

RECORDATION FORM COVER SHEET
PATENTS ONLY

Atty Ref/Docket No.: 1599.002US2

Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Name: Vascular Technologies, Inc.

Street Address: 2758 Utica Avenue South

City: St. Louis Park State: MN Zip: 55416

Additional name(s) of conveying party(ies) attached?

☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☐ Merger☐ Security Agreement ☒ Change of Name☐ OtherExecution Date: April 22, 2005

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

Name: Vascular Imaging Corporation

Street Address: P. O. Box 16378

City: Minneapolis State: MN Zip: 55416Additional name(s) & address(es) attached? ☐ Yes ☒ No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

Serial No. 11/674,568, filed February 13, 2007

Additional numbers attached? ☐ Yes ☒ No

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

Name: Suneel Arora

Address:

Schwegman, Lundberg & Woessner, P.A.

P.O. Box 2938

Minneapolis, MN 55402-0938

6. Total number of applications and patents involved: 17. Total fee (37 CFR 3.41):\$ 40.00☐ Enclosed☒ Authorized to be charged to deposit account
19-0743

8. Please charge any additional fees or credit any over payments to our Deposit Account No.: 19-0743

DO NOT USE THIS SPACE

9. 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.

Suneel Arora/Reg. No. 42,267

Name of Person Signing

Signature

April 2, 2008

Date

Total number of pages including cover sheet: 12

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Mail Stop Assignment Recordation Services
P.O. Box 1450
Alexandria, VA 22313-1450

PATENT

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Delaware

PAGE 1

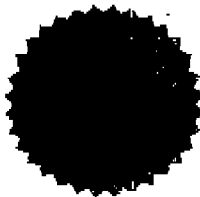
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "VASCULAR IMAGING CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2005, AT 4:57 O'CLOCK P.M.

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

3397058 8100

050328439

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3832095

DATE: 04-22-05

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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:57 PM 04/22/2005
FILED 04:57 PM 04/22/2005
SRV 020328439 - 3397058 FILE

**AMENDED AND RESTATED CERTIFICATE
OF INCORPORATION OF
VASCULAR IMAGING CORPORATION
(FORMERLY KNOWN AS VASCULAR TECHNOLOGIES, INC.)**

Michael Eberle and Martin R. Rosenbaum certify as follows:

1. They are the duly elected and acting Chief Executive Officer and Secretary, respectively, of Vascular Imaging Corporation, a Delaware corporation (the "Corporation").

2. The filing of the Corporation's original Certificate of Incorporation under the name "Vascular Technologies, Inc." with the Secretary of State of the State of Delaware was May 29, 2001.

3. On the date hereof, and effective as of February 28, 2005, the Corporation changed its name to "Vascular Imaging Corporation".

4. The Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read in full as follows:

FIRST. The name of this Corporation is Vascular Imaging Corporation (the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, County of New Castle, 19801. The name of the registered agent is The Corporation Trust Company.

THIRD. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock". The total number of shares which the Corporation is authorized to issue is One Hundred Million (100,000,000), of which Sixty-Five Million (65,000,000) shares shall be common stock, par value \$.01 per share (the "Common Stock"), and Thirty-Five Million (35,000,000) shares shall be preferred stock, par value \$.01 per share (the "Preferred Stock").

FIFTH. The rights, preferences, privileges, restrictions and other matters relating to the authorized shares of Preferred Stock are as follows:

A. **Designation.** Of the Preferred Stock, Fifteen Million (15,000,000) shares shall be designated and known as Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The balance of the shares of Preferred Stock may be divided into such number of series as the Board of Directors may determine, having such designations, consisting of such number of shares and with such rights, preferences, privileges and restrictions, all as the Board of Directors may determine in connection herewith.

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B. Rank. With respect to the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (each, a "Liquidation Event"), the Preferred Stock shall rank prior to the Common Stock (the Common Stock and any other security of the Corporation ranking junior to the Preferred Stock shall collectively be referred to as the "Junior Securities").

C. Voting Rights.

(1) General Voting Rights. The holders of the Series A Preferred Stock and the Common Stock shall be entitled to notice of any stockholders' meeting and, except as otherwise required by law or this Amended and Restated Certificate of Incorporation, to vote together upon any matter submitted to the stockholders for a vote as follows: (a) the holders of the Series A Preferred Stock shall have one (1) vote for each share of Common Stock into which their shares of Series A Preferred Stock are convertible on the record date for the vote and (b) the holders of Common Stock shall have one (1) vote per share of Common Stock actually held on the record date for the vote.

(2) Voting Rights for the Election of Directors. Two members of the Board of Directors shall be elected by (and may be removed only by) the holders of the Series A Preferred Stock, voting as a single class. Two members of the Board of Directors shall be elected by (and may be removed only by) the holders of the Common Stock, voting as a single class. The remaining members of the Board of Directors shall be elected only by (and may be removed only by) the holders of Preferred Stock and Common Stock, voting together as a single class. Additionally, the holders of the Common Stock, in their sole discretion, shall be entitled to elect one non-voting observer to the Board of Directors. In the event that holders of Series A Preferred Stock have converted all shares of such Series into Common Stock pursuant to Section G, the members of the Board of Directors whom the holders of such Series were entitled to elect shall be elected by (and may be removed only by) the holders of Common Stock, voting as a separate class. If the office of any director becomes vacant, such director's replacement shall be elected by the class (or classes, as applicable) of shares of which such director is the representative.

D. Protective Provisions. After the date of issue of the Series A Preferred Stock, and for so long as there are at least Five Hundred Thousand (500,000) shares of Series A Preferred Stock outstanding, the Corporation shall not, without the approval, by vote or written consent, of the holders of a majority of the Series A Preferred Stock then outstanding:

(1) amend or repeal any provision of this Certificate of Incorporation in any manner which materially and adversely affects the rights, preferences or privileges of the Series A Preferred Stock;

(2) increase or decrease (other than by redemption or conversion) the authorized capital stock of the Corporation;

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(3) create registration or other rights senior or equal to those of the Series A Preferred Stock;

(4) authorize or issue any capital stock or issue any bonds, notes or other securities convertible into, exchangeable for, or having rights to purchase shares of stock having rights, restrictions or preferences senior to or being on a parity with the Series A Preferred Stock;

(5) make any purchase, redemption or acquisition, directly or indirectly, of any shares of any class or of any series of capital stock now or hereafter outstanding (other than the Corporation's repurchases of Common Stock held by its departing employees or consultants pursuant to agreements providing for such repurchase);

(6) increase or decrease the number of members of the Board of Directors;

(7) reorganize, consolidate, combine or merge with or into any corporation or other business entity or effect any transaction or series of related transactions if such transaction or series of related transactions would result in the stockholders of the Corporation immediately prior to such transaction or series of related transactions, as a result of their respective ownership of the Corporation's securities, holding less than a majority of the voting power of the surviving corporation or other business entity (or its parent corporation if the surviving corporation is wholly owned by the parent corporation) after such transaction or series of related transactions (provided, however, this subsection shall not apply to a merger effected exclusively for the purpose of changing the domicile of the Corporation);

(8) sell, convey or otherwise dispose of all or substantially all of the Corporation's assets in a single transaction or series of related transactions;

(9) voluntary enter into a Liquidation Event; or

(10) agree to take any of the foregoing actions.

E. Dividends. The holders of Series A Preferred Stock shall be entitled to receive cumulative dividends equal to eight percent (8%) of the original purchase price per share of the Series A Preferred Stock (as adjusted for stock splits, combinations, reorganizations and the like) per annum, out of any assets at the time legally available therefor, when, as and if declared by the Board of Directors, prior and in preference to the Common Stock. No dividends (other than those payable solely in Common Stock or other securities or rights convertible into or entitling the holder to receive, directly or indirectly, additional shares of Common Stock) shall be paid on any Common Stock unless and until the holders of the Series A Preferred Stock then outstanding have first received dividends at rates specified above. After the Series A Preferred Stock holders have received such dividends, such holders shall not be entitled to any further dividends or distributions in such fiscal year. The Board of Directors is under no obligation to

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declare dividends, and no rights shall accrue to the holders of Series A Preferred Stock if dividends are not declared.

F. Liquidation Right and Preference. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), the holders of Series A Preferred Stock shall be entitled to receive in cash, out of the assets of the Corporation, an amount per share for each outstanding Series A Preferred Stock equal to 150% of the original purchase price per share of the Series A Preferred Stock, as adjusted for stock splits, stock dividends, recapitalizations or other events set forth in Section G(7) (the "Liquidation Value"), before any payments shall be made or any assets distributed to the holders of any Junior Securities. If, upon any Liquidation Event, the assets of the Corporation are insufficient to pay the Liquidation Value, the holders of such Series A Preferred Stock shall share *pro rata* in any such distribution in proportion to the full amounts to which they would otherwise be respectively entitled. After payment of the full Liquidation Value to which each holder of Series A Preferred Stock is entitled, the holders of the Series A Preferred Stock will not be entitled to any further participation as such in any distribution of assets of the Corporation.

G. Conversion Rights

(1) Conversion Rate. Subject to Section G(4), each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the principal office of the Corporation, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (i) \$0.3045 (the "Original Purchase Price") by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The "Conversion Price" shall initially be \$0.3045, and shall be subject to adjustment as provided herein. The number of shares of Common Stock into which each share of Preferred Stock may be converted is hereinafter referred to as the "Conversion Rate."

(2) Optional Conversion. The Series A Preferred Stock may be converted, at the option of the holder at any time, and from time to time, into such number of shares of Common Stock as determined based on the Conversion Ratio then in effect.

(3) Automatic Conversion. The Series A Preferred Stock shall, automatically and without any action on the part of the holders thereof, convert into a number of fully paid and nonassessable shares of Common Stock based on the then applicable Conversion Ratio upon the earlier of (i) an underwritten initial public offering of the Corporation's Common Stock with gross proceeds of at least \$25,000,000 and an offering price per share of at least \$1.218 per share (as adjusted appropriately to reflect stock splits, combinations, reorganizations and similar events), (ii) the vote or affirmative consent of the majority of the then

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outstanding shares of Series A Preferred Stock or (iii) the conversion of the majority of the then outstanding shares of Series A Preferred Stock.

(4) Optional Conversion Mechanics. In order to exercise the conversion privilege described in Section G(2), a holder of Series A Preferred Stock shall (1) notify the Corporation in writing of such holder's intent to convert a specified portion of such shares (the "Conversion Notice" and the date of such notice which shall be the same or later than the date notice is given, the "Conversion Notice Date") and (2) provide, on or prior to the Conversion Notice Date, to the Corporation at its principal office the certificate evidencing the Series A Preferred Stock being converted, duly endorsed to the Corporation and accompanied by written notice to the Corporation that the holder elects to convert a specified portion or all of such Series A Preferred Stock. Series A Preferred Stock converted in accordance with Section G(2) shall be deemed to have been converted on the day of receipt by the Corporation of the certificate representing such shares for conversion in accordance with the foregoing provisions (the "Conversion Date"), and at such time the rights of the holder of such Series A Preferred Stock other than the right to receive shares of Common Stock upon conversion of the Series A Preferred Stock pursuant to the terms hereof, as such holder, shall cease and such holder shall be treated for all purposes as the record holder of Common Stock issuable upon conversion. As promptly as practicable on or after the Conversion Date, the Corporation shall issue and mail or deliver to such holder a certificate or certificates for the number of shares of Common Stock issuable upon conversion, computed to the nearest full share, and a certificate or certificates for the balance of Series A Preferred Stock surrendered, if any, not so converted into Common Stock.

(5) Automatic Conversion Mechanics. The Corporation shall not be obligated to issue the shares of Common Stock issuable upon the automatic conversion of the Series A Preferred Stock, as described in Section G(3) of this Section, unless certificates evidencing such Series A Preferred Stock are either delivered to the Corporation or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed, and executes agreements satisfactory to the corporation to indemnify the Corporation from any loss incurred by it in connection therewith. Upon the occurrence of any automatic conversion of the Series A Preferred Stock pursuant to Section G(3), the holders of the Series A Preferred Stock shall surrender the certificates representing the Series A Preferred Stock for which such automatic conversion has occurred to the Corporation and the Corporation shall cause its transfer agent to deliver the shares of Common Stock issuable upon such conversion to the holder within three business days of the holder's delivery of the applicable Series A Preferred Stock certificate(s).

(6) Preemptive Rights. Holders of Series A Preferred Stock shall have the right to purchase a *pro rata* portion of any future issuances of securities by the Corporation, other than Excluded Securities. For purposes hereof, "Excluded Securities" are securities issued by the Corporation (i) offered to the public

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pursuant to a registration statement, (ii) to employees, consultants or directors pursuant to a plan or arrangement approved by the Board of Directors, or (iii) pursuant to a strategic business transaction approved by the Board of Directors.

(7) Adjustment Upon Stock Split, Stock Dividend, Recapitalization, etc. If the Corporation, at any time while any Series A Preferred Stock are outstanding, (a) shall pay a stock dividend or otherwise make a distribution or distributions payable in shares of its capital stock (whether payable in shares of its Common Stock or of capital stock of any class), (b) subdivide outstanding shares of Common Stock into a larger number of shares, (c) combine outstanding shares of Common Stock into a smaller number of shares, or (d) issue by reclassification of shares of Common Stock any shares of capital stock of the Corporation, the Conversion Ratio in effect immediately prior thereto shall be adjusted so that the holder of any Preferred Shares thereafter surrendered for conversion shall be entitled to receive the number of shares of Common Stock which such holder would have owned or have been entitled to receive after the happening of any of the events described above had such Preferred Shares been converted immediately prior to the happening of such event or the record date therefor, whichever is earlier. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of shareholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification.

(8) Except for issuances of Excluded Securities, if and whenever this Corporation shall issue or sell any of its Common Stock, or options, warrants or other rights for the purchase of Common Stock, for a consideration per share less than the Conversion Price then in effect (as adjusted appropriately to reflect stock splits, combinations, reorganizations and similar events), then upon the issuance of such Common Stock, or options, warrants or other rights to purchase Common Stock, the Conversion Price in effect immediately prior to such issuance or sale for the Series A Preferred Stock shall be reduced to the price at which such Common Stock were sold, or at which Common Stock is issuable upon the exercise of such options, warrants or other rights to purchase Common Stock. If any options or purchase rights that are taken into account in any such adjustment of the Conversion Price subsequently expire without exercise, the Conversion Price shall be recomputed at the time of expiration by deleting such options or purchase rights.

H. Other Terms.

(1) Notices of Record Date. In the event that this Corporation shall propose at any time:

a. to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus (for avoidance of doubt, the foregoing phrase does not include any stock

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split or reverse stock split which results in an automatic adjustment of the Conversion Ratio pursuant to Section G(7) above);

b. to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

c. to merge with or into any other corporation (other than a merger in which the holders of the outstanding voting equity securities of the Corporation immediately prior to such merger hold more than fifty percent (50%) of the voting power of the surviving entity immediately following such merger), or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up;

then, in connection with each such event, this Corporation shall send to the holders of the Series A Preferred Stock:

i. at least ten (10) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in Section H(3)(b) and (c) above; and

ii. in the case of the matters referred to in Section H(3)(b) and (c) above, at least ten (10) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

Each such written notice shall be given by first class mail, postage prepaid, addressed to the holders of Series A Preferred Stock at the address for each such holder as shown on the books of this Corporation and shall be deemed given when so mailed.

(2) Reservation of Shares Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

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(3) Status of Converted Stock. In the event any Series A Preferred Stock shall be converted pursuant to Section G hereof, (i) the Series A Preferred Stock so converted shall be retired and cancelled and shall not be reissued and (ii) the authorized number of Series A Preferred Stock set forth in Section A hereof shall be automatically reduced by the number of Series A Preferred Stock so converted and the number of shares of the Corporation's undesignated Preferred Stock shall be deemed increased by such number.

(4) Loss, Theft, Destruction of Preferred Shares. Upon receipt of evidence satisfactory to the Corporation of the loss, theft, destruction or mutilation of certificates representing Series A Preferred Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity or security reasonably satisfactory to the Corporation, or, in the case of any such mutilation, upon surrender and cancellation of the Series A Preferred Stock, the Corporation shall make, issue and deliver, in lieu of such lost, stolen, destroyed or mutilated certificates representing Series A Preferred Stock, new certificates representing Series A Preferred Stock of like tenor.

(5) Waiver. The holders of a majority of the Series A Preferred Stock, by vote or written consent, may waive the requirements of any provision of this Article Fifth.

SIXTH. The corporation is to have perpetual existence.

SEVENTH. The Board of Directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation, but the stockholders may make additional by-laws and may alter or repeal any by-law, whether adopted by them or otherwise.

EIGHTH. Election of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH. To the fullest extent permitted by law, no Director of the Corporation shall be personally liable for monetary damages for breach of fiduciary duty as a Director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a Director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

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5. The foregoing amendment and restatement of the Certificate of Incorporation of the Corporation has been duly approved by the Board of Directors of the Corporation.

6. The foregoing amendment and restatement of the Certificate of Incorporation of the Corporation has been duly approved by the required vote of the stock of the Corporation in accordance with Sections 242 and 245 of the Delaware General Corporation Law, with the approval of the Corporation's stockholders having been given by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

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IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated
Certificate of Incorporation on April 22, 2005.



Michael Eberle
Chief Executive Officer



Martin R. Rosenbaum
Secretary

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