

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	01/29/2007	
CONVEYING PARTY DATA		
Name		Execution Date
Rita Medical Systems, Inc.		01/29/2007
RECEIVING PARTY DATA		
Name:	AngioDynamics, Inc.	
Street Address:	603 Queensbury Avenue	
City:	Queensbury	
State/Country:	NEW YORK	
Postal Code:	12804	
PROPERTY NUMBERS Total: 8		
Property Type	Number	
Application Number:	11651123	
Application Number:	11388724	
Application Number:	11397069	
Application Number:	11338109	
Application Number:	11034435	
Application Number:	09916214	
Application Number:	09797409	
Application Number:	11893911	
CORRESPONDENCE DATA		
Fax Number:	(518)798-3625	
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	518-798-1215	
Email:	DBIDDISCOMBE@ANGIODYNAMICS.COM	
Correspondent Name:	AngioDynamics, Inc.	

OP \$320.00 11651123

500552126

PATENT
REEL: 021015 FRAME: 0065

Address Line 1:	603 Queensbury Avenue
Address Line 4:	Queensbury, NEW YORK 12804

ATTORNEY DOCKET NUMBER:	ANGIO-RITA MERGER
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NAME OF SUBMITTER:	William M. Appling
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Total Attachments: 10 source=AngioRitaMerger#page1.tif source=AngioRitaMerger#page2.tif source=AngioRitaMerger#page3.tif source=AngioRitaMerger#page4.tif source=AngioRitaMerger#page5.tif source=AngioRitaMerger#page6.tif source=AngioRitaMerger#page7.tif source=AngioRitaMerger#page8.tif source=AngioRitaMerger#page9.tif source=AngioRitaMerger#page10.tif

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 MERGER, WHICH MERGES:

"RITA MEDICAL SYSTEMS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ROYAL I, LLC" UNDER THE NAME OF "RITA MEDICAL SYSTEMS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JANUARY, A.D. 2007, AT 2:51 O'CLOCK P.M.

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

4255233 B100M

070096911



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5391283

DATE: 01-29-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:51 PM 01/29/2007
FILED 02:51 PM 01/29/2007
SNV 070094911 - 4233255 FILE

CERTIFICATE OF MERGER

OF

RITA MEDICAL SYSTEMS, INC.

WITH AND INTO

ROYAL I, LLC

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware and Section 264 of the General Corporation Law of the State of Delaware

FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities is: Royal I, LLC, which was formed as and is a Delaware limited liability company (the "LLC") and RITA Medical Systems, Inc., which was organized as and is a Delaware corporation (the "Corporation").

SECOND: An Agreement and Plan of Merger has been approved and executed by each of the LLC, the Corporation and the other parties thereto (the "Agreement"), providing for, among other things, the merger of the Corporation with and into the LLC pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA") and Section 264 of the General Corporation Law of the State of Delaware (the "DGCL"). The Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA in the case of the LLC and Sections 103 and 264 of the DGCL in the case of the Corporation.

THIRD: The LLC shall be the surviving entity of the merger and the Certificate of Formation of the LLC shall be its Certificate of Formation, except that at the effective time of the merger the LLC's name shall be changed to "RITA Medical Systems, LLC".

FOURTH: The merger contemplated by the Agreement shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement is on file at the principal offices of the LLC located at 603 Queensbury Avenue, Queensbury, New York 12804. A copy of such Agreement will be provided, upon request and without cost, to any stockholder of the Corporation or member of the LLC.

[SIGNATURE PAGE FOLLOWS]

01/29/2007

14:51

SKAF

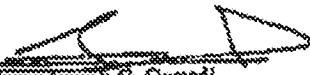
LLC + 16965840913827393673

NO. 667

604

IN WITNESS WHEREOF, ROYAL I, LLC has caused this Certificate
of Merger to be executed in its name this 29th day of January, 2007.

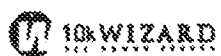
ROYAL I, LLC

By: 

Name: Joseph G. Gerardi

Title: Secretary and Treasurer

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FORM 8-K

ANGIODYNAMICS INC - ANGO

Filed: January 29, 2007 (period: January 29, 2007)

Report of unscheduled material events or corporate changes.

Table of Contents

Item 2.01 Completion of Acquisition or Disposition of Assets.

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Item 9.01 Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

EX-99 (EXHIBIT 99.1 PRESS RELEASE)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 29, 2007

AngioDynamics, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware	000-50764	11-3146460
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

603 Queensbury Avenue, Queensbury, New York 12804
(Address of Principal Executive Officer) (Zip Code)

(610) 799-1215
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 144-12 under the Exchange Act (17 CFR 240.144-12)
- ☐ Pre-commencement communications pursuant to Rule 144-2(b) under the Exchange Act (17 CFR 240.144-2 (b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

Item 2.01 - Completion of Acquisition or Disposition of Assets.

On January 29, 2007, the stockholders of AngioDynamics, Inc. (the "Company") approved the issuance of shares of common stock of the Company, pursuant to the previously announced Agreement and Plan of Merger, dated as of November 27, 2006, as amended on December 7, 2006, as further amended January 16, 2007 (the "Merger Agreement"), by and among the Company, Royal 1, LLC, a wholly owned subsidiary of the Company, and RITA Medical Systems, Inc. ("RITA"). Additionally, on January 29, 2007, the stockholders of RITA adopted the Merger Agreement and approved the transactions contemplated thereby (the "Merger"). Following the stockholder meetings of the Company and RITA, the parties consummated the Merger, as a result of which RITA became a wholly owned subsidiary of the Company.

As a result of the Merger, the Company issued, or will issue upon exercise of outstanding options and other convertible securities, approximately 9.8 million shares of common stock and paid an aggregate of approximately \$22.8 million to the former stockholders of RITA. The exchange agent retained in connection with the Merger will be mailing a letter of transmittal and instructions for surrendering shares of RITA common stock in exchange for the merger consideration, to all RITA stockholders of record.

A copy of the Merger Agreement, which has been filed as Annex A to the Company's Registration Statement on Form S-4, filed with the Securities and Exchange Commission (the "SEC") on December 22, 2006, and is incorporated into this Item 2.01 by reference. A copy of Amendment No. 1 to the Agreement and Plan of Merger, dated as of December 7, 2006, has been filed as Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the SEC on December 8, 2006, is incorporated into this Item 2.01 by reference. A copy of Amendment No. 2 to the Agreement and Plan of Merger, dated as of January 16, 2007 has been filed as Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 16, 2007, is also incorporated herein by reference.

A copy of the press release announcing the closing of the Merger is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Source: ANGIODYNAMICS INC, 8-K, January 29, 2007

Item 5.02 -- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On January 29, 2007, upon the consummation of the Merger and in accordance with the Merger Agreement, the Company accepted the resignations of three of the members of its board of directors, Mr. Gregory D. Casciaro (who served on the Company's Compensation Committee), Mr. Peter J. Graham and Mr. David P. Meyers, and appointed Mr. Vincent Bucci, Mr. Wesley E. Johnson, Jr. and Mr. Steve LaPorte (collectively, the "New Directors"), each of which had served as members of the RITA board of directors, to fill the vacancies created by such resignations. At this time, none of the New Directors have been appointed to a committee of the Company's board of directors.

Forward-Looking Statements

This document and its attachments include "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Investors can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as "may," "will," "predict," "project," "might," "expect," "believe," "anticipate," "plan," "intend," "potential," "could," "would," "should," "estimate," "seek," "continue," "pursue," or "our future success depends," or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, future actions, strategies, future performance, future financial results of the Company. These forward-looking statements are based on current expectations and projections about future events.

Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified and, consequently, the actual performance or results of the Company may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the following factors as well as other factors described from time to time in the Company's reports filed with the SEC, including the Company's Form 10-K for the fiscal year ended June 3, 2006 and Form 10-Q for the period ended December 2, 2006: financial community and rating agency perceptions of the Company; the effects of economic, credit and capital market conditions on the economy in general, and on medical device companies in particular; the ability to timely and cost-effectively integrate RITA into the Company's operations; domestic and foreign health care reforms and governmental laws and regulations; third-party relations and approvals, technological advances and patents obtained by competitors; and challenges inherent in new product development, including obtaining regulatory approvals.

Any forward looking statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. The Company disclaims any obligation to update the forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date stated, or if no date is stated, as of the date of this document.

Item 5.01 -- Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.* Audited Consolidated Financial Statements of RITA for the years ended December 31, 2003, 2004 and 2005 were previously reported in RITA's Annual Report on Form 10-K for the year ended December 31, 2005, which was filed with the SEC on March 13, 2006, and is incorporated herein by reference. Unaudited Consolidated Financial Statements of RITA were previously reported in RITA's Quarterly Report on Form 10-Q for the nine month period ended September 30, 2006, which was filed with the SEC on November 7, 2006, and is incorporated herein by reference.

(b) *Pro Forma Financial Information.* The unaudited pro forma condensed combined balance sheet as of September 2, 2006, and the unaudited pro forma condensed combined statement of income for the three months ended September 2, 2006 and the year ended June 3, 2006, were previously reported in the Company's Registration Statement on Form S-4 which was filed with the SEC on December 8, 2006, on amended December 22, 2006 and is incorporated herein by reference. The Company will file unaudited pro forma condensed combined financial statements for the nine month period ending March 3, 2007 in the Company's Quarterly Report on Form 10-Q for such period.

(c) *Exhibits.*

Exhibit No.	Description
99.1	Press Release dated January 29, 2007.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ANGIODYNAMICS, INC.
(Registrant)

Date: January 29, 2007

By:

/s/ Joseph Q. Gerardi
Joseph Q. Gerardi
Vice President, Chief Financial Officer
and Treasurer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated January 29, 2007.

Source: ANGIODYNAMICS INC, 8-K, January 30, 2007

ANGIODYNAMICS[®]

INCORPORATED

AngioDynamics Contacts:
AngioDynamics, Inc.
Joe Gerardi, Chief Financial Officer
(800) 772-6446 x1111
www.angiodynamics.com

Lippert/Hilshorn & Associates, Inc.
Kim Sutton Golodetz (kgolodetz@lhai.com)
(312) 638-3777
Bruce Voss (bvoss@lhai.com)
(312) 691-7100

ANGIODYNAMICS COMPLETES RITA MEDICAL SYSTEMS ACQUISITION

QUEENSBURY, N.Y. (January 29, 2007) - AngioDynamics, Inc. (Nasdaq: ANGI) announced today that it has completed the acquisition of RITA Medical Systems, Inc. ("RITA"). As a result of the acquisition, each share of RITA common stock was converted into the right to receive 0.1722 of a share of common stock of AngioDynamics, Inc. and \$0.315 in cash.

"This business combination is about growth, leadership and long-term value creation. AngioDynamics now stands as a leader in serving the needs of interventional radiologists, surgeons and other medical specialists with a compelling product portfolio of cutting technologies" said Eamon P. Hobbs, president and chief executive officer of AngioDynamics.

RITA stock will cease to trade on The NASDAQ Global Market at the close of market on January 29, 2007 and will be delisted. Registrar and Transfer Company has been appointed exchange agent in connection with the merger and will be mailing a letter of transmittal to all RITA stockholders of record. The letter of transmittal will direct stockholders on how to surrender shares of RITA common stock in exchange for the merger consideration.

About AngioDynamics

AngioDynamics, Inc. is a leading provider of innovative medical devices used by interventional radiologists, surgeons and other physicians for the minimally invasive diagnosis and treatment of peripheral vascular disease. AngioDynamics designs, develops, manufactures and markets a broad line of therapeutic and diagnostic devices that enable interventional physicians, such as interventional radiologists, vascular surgeons and others, to treat peripheral vascular disease and other non-coronary diseases. The company's diverse product line includes angiographic products and accessories, dialysis products, vascular access products, PTA products, drainage products, thrombolytic products and venous products. More information is available at www.angiodynamics.com.

Forward-Looking Statements

This release includes "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as "may," "will," "predict," "project," "might,"

"expect," "believe," "anticipate," "plan," "intend," "potential," "could," "would," "should," "estimate," "seek," "continue," "pursue," or "our future success depends," or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, future actions, strategies, future performance, and future financial results of AngioDynamics. These forward-looking statements are based on current expectations and projections about future events.

Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified and, consequently, the actual performance or results of AngioDynamics may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the following factors as well as other factors described from time to time in our reports filed with the Securities and Exchange Commission, including AngioDynamics' Form 10-K for the fiscal year ended June 3, 2006 and Form 10-Q for the period ended December 3, 2006: financial conditions and rating agency perceptions of AngioDynamics; the effects of economic, credit and capital market conditions on the economy in general, and on medical device companies in particular; the ability to timely and cost-effectively integrate RITA into AngioDynamics' operations; domestic and foreign health care reforms and governmental laws and regulations; third-party relations and approvals; technological advances and patents obtained by competitors; and challenges inherent in new product development, including obtaining regulatory approvals.

Any forward-looking statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. AngioDynamics disclaims any obligation to update the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date stated, or if no date is stated, as of the date of this press release.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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Source: ANGIODYNAMICS INC. 8-K, January 29, 2007

PATENT

RECORDED: 05/29/2008

REEL: 021015 FRAME: 0076