

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/26/2005
CONVEYING PARTY DATA	
Name	Execution Date
Image-Guided Neurologics, Inc.	08/26/2005
RECEIVING PARTY DATA	
Name:	Medtronic Image-Guided Neurologics, Inc.
Street Address:	710 Medtronic Pkwy
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55432
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	10688801
CORRESPONDENCE DATA	
Fax Number:	(248)641-0270
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	248-641-1600
Email:	pneal@hdp.com
Correspondent Name:	HARNESS, DICKEY & PIERCE, P.L.C.
Address Line 1:	P.O. BOX 828
Address Line 4:	BLOOMFIELD HILLS, MICHIGAN 48303
ATTORNEY DOCKET NUMBER:	5074I-000011/US/CPA
NAME OF SUBMITTER:	Richard W. Warner
Total Attachments: 5 source=IGNMEDTRONIC#page1.tif source=IGNMEDTRONIC#page2.tif source=IGNMEDTRONIC#page3.tif	

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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 CERTIFICATE OF MERGER, WHICH MERGES:

"IGN MERGER CORP.", A DELAWARE CORPORATION,
WITH AND INTO "IMAGE-GUIDED NEUROLOGICS, INC." UNDER THE
NAME OF "MEDTRONIC IMAGE-GUIDED NEUROLOGICS, INC.", A
CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-SIXTH DAY OF AUGUST, A.D. 2005, AT 4:17 O'CLOCK P.M.

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



3314370 8100M

050707173

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4119807

DATE: 08-26-05

PATENT
REEL: 023516 FRAME: 0497

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:31 PM 08/26/2005
FILED 04:17 PM 08/26/2005
SRV 050707173 - 3314370 FILE

**CERTIFICATE OF MERGER
OF
IGN MERGER CORP.
INTO
IMAGE-GUIDED NEUROLOGICS, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST, That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Image-Guided Neurologics, Inc.	Delaware
IGN Merger Corp.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Image-Guided Neurologics, Inc., which upon the merger will change its name to "Medtronic Image-Guided Neurologics, Inc."

FOURTH: That the second amended and restated certificate of incorporation of the surviving corporation shall, as a result of the merger, be amended and restated in its entirety to read as set forth on Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation c/o Medtronic, Inc., World Headquarters - MS LC300, 710 Medtronic Parkway, Minneapolis, MN 55432-5604

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Image-Guided Neurologics, Inc. has caused this Certificate of Merger to be executed by its officer(s) thereunto duly authorized.

IMAGE-GUIDED NEUROLOGICS, INC.

By: _____

Rudy Mazzocchi
Rudy Mazzocchi

Its: President and Chief Executive Officer

Rudy Mazzocchi

EXHIBIT A**THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
IMAGE-GUIDED NEUROLOGICS, INC.****ARTICLE 1 - NAME**

The name of the corporation shall be Medtronic Image-Guided Neurologics, Inc.

ARTICLE 2 - REGISTERED OFFICE AND AGENT

The registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3 - PURPOSES

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful acts and activities for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE 4 - STOCK

The aggregate number of shares the corporation has authority to issue shall be 2,500 shares of Common Stock, \$.01 par value. Holders of Common Stock shall be entitled to one vote for each share of Common Stock held of record.

ARTICLE 5 - RIGHTS OF STOCKHOLDERS

5.1) **No Preemptive Rights.** No holder of shares of the corporation of any class now or hereafter authorized has any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

5.2) **No Cumulative Voting Rights.** No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

ARTICLE 6 - MEETINGS AND BOOKS

6.1) Meetings of Stockholders and Election of Directors. Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. Elections of directors need not be by written ballot unless and except to the extent that the Bylaws so provide.

6.2) Corporate Books. The books of the corporation may be kept within or (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, 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 from time to time. No repeal or modification of this Article by the stockholders shall adversely affect any right or protection of a director of the corporation existing by virtue of this Article in respect of any act or omission prior to such repeal or modification.

ARTICLE 8 - BYLAWS

The Board of Directors is expressly authorized to make and alter Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the Delaware General Corporation Law.