

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
SciMed Life Systems, Inc.	12/22/2004
<b>RECEIVING PARTY DATA</b>	
Name:	Boston Scientific Scimed, Inc.
Street Address:	One SciMed Place
City:	Maple Grove
State/Country:	MINNESOTA
Postal Code:	55311-1566
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Application Number:	12628304
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(202)842-7899
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7034568000
Email:	khodgson@cooley.com
Correspondent Name:	Cooley Godward Kronish LLP
Address Line 1:	777 6th Street, N.W.
Address Line 2:	Suite 1100
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001
ATTORNEY DOCKET NUMBER:	BSCU-038/03US 027060-3148
NAME OF SUBMITTER:	C. Scott Talbot
<b>Total Attachments: 5</b> source=BSCNameChange#page1.tif source=BSCNameChange#page2.tif source=BSCNameChange#page3.tif source=BSCNameChange#page4.tif	

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**PATENT  
 REEL: 023587 FRAME: 0339**



**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<sup>nd</sup> day of December, 2004.

BOSTON SCIENTIFIC SCIMED, INC.

SCIMED LIFE SYSTEMS, INC.

By: \_\_\_\_\_

Paul A. LaViolette  
Chief Executive Officer and President

By: \_\_\_\_\_

Paul W. Sandman  
Chief Executive Officer

State of Minnesota

**SECRETARY OF STATE**

**CERTIFICATE OF MERGER**

I, Mary Kiffmeyer, Secretary of State of Minnesota, keeper of the Great Seal of the State and custodian of the documents pertaining to businesses governed by the laws of this State, do hereby certify that: the entities listed below have merged under the provisions of Minnesota law and have designated the surviving entity listed below. I further certify that the merger documents indicate the name change shown below and were filed on and are effective on the dates listed below.

**PARTICIPATING ENTITIES:**

MN: SciMed Life Systems, Inc.  
MN: Boston Scientific Scimed, Inc.

**SURVIVING ENTITY:**

MN: SciMed Life Systems, Inc.

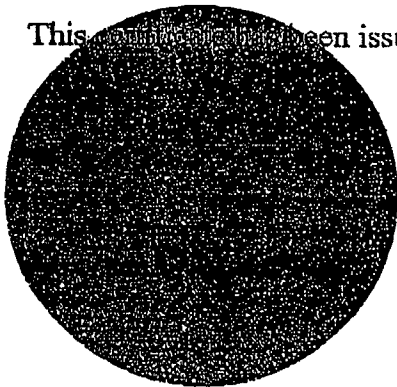
**FILING DATE:** 12/22/2004

**NAME CHANGE:** Boston Scientific Scimed, Inc.

**NAME CHANGE FILING DATE:** 12/22/2004

**EFFECTIVE DATE:** January 1, 2005 @12:01am

This certificate has been issued on: 1/10/2005



*Mary Kiffmeyer*  
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.

## 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 teletcopy 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).

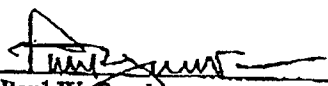
6. Counterparts. This Merger Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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