

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
POWERMED, INC.	11/26/2001
RECEIVING PARTY DATA	
Name:	Power Medical Interventions, Inc.
Street Address:	555 Long Wharf Drive
Internal Address:	MailStop 8 N-1
City:	New Haven
State/Country:	CONNECTICUT
Postal Code:	06511
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12472369
CORRESPONDENCE DATA	
Fax Number:	(203)821-2183
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	203-492-5000
Email:	sue.rickard@covidien.com
Correspondent Name:	Tyco Healthcare Group LP
Address Line 1:	555 Long Wharf Drive
Address Line 2:	MailStop 8 N-1
Address Line 4:	New Haven, CONNECTICUT 06511
ATTORNEY DOCKET NUMBER:	H-PM-00005CN2DV2CON
NAME OF SUBMITTER:	Thomas C. Hughes
Total Attachments: 2 source=HPM00005Cn2Dv2ConNameChg#page1.tif source=HPM00005Cn2Dv2ConNameChg#page2.tif	

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NOV 26 2001

Memorandum Number _____ Filed with the Department of State
County Number 2810580 Secretary of the Commonwealth *[Signature]*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB 15-1915 (Rev 9/9)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

- 1. The name of the corporation is: POWERMED, INC.
- 2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 2600 Pined Road, Suite 300 Allegheny Pennsylvania 15104-2244 Allegheny
Number and Street City State Zip County

(b) CO
Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

- 3. The statute by or under which it was incorporated is: Business Corporation Law of 1988
- 4. The date of its incorporation is: August 2, 1999

- 5. (Check, and if appropriate complete, one of the following):
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State
 The amendment shall be effective on: _____ Date _____ at _____ Hour

- 6. (Check one of the following):
 The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)

- 7. (Check, and if appropriate complete, one of the following):
 The amendment adopted by the corporation, set forth in full, is as follows:
 Article I of the Amended and Restated Articles of Incorporation is hereby amended in its entirety as follows:

"Name. The name of the Corporation is Power Medical Interventions, Inc. (the "Corporation")."

PA. DEPT. OF STATE
2001 NOV 26 11:12:00

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Article II of the Amended and Restated Articles of Incorporation is hereby amended in its entirety as follows:

Registered Office. The address of its registered office in the Commonwealth of Pennsylvania shall be changed to 4 B East Bridge Street, New Hope, PA 18938 in Bucks County."

Article IV of the Amended and Restated Articles of Incorporation is hereby amended by replacing the first paragraph of such Article IV in its entirety with the following:

Authorized Capital Stock. The Corporation shall have the authority to issue an aggregate of 100,000,000 shares of capital stock, of which 75,000,000 shares shall be Common Stock, \$.001 par value ("Common Stock") and 25,000,000 shares shall be Preferred Stock, \$.001 par value."

The respective Statements of Designation for the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock are each hereby amended by:

(i) replacing Paragraph 4(d)(i)(C)(3) of such Designations in its entirety with the following:

"(3) to officers, directors, employees or consultants of the Corporation pursuant to stock options granted pursuant to one or more of the Corporation's stock option plans on terms approved by the Board;"

(ii) deleting the words "and consultants" from Paragraph 4(d)(i)(C)(4) of the Statement With Respect to Shares for each of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock; and

(iii) adding the following new Paragraph 4(d)(i)(C)(7) to the Statement With Respect to Shares for each of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock:

"(7) as approved by the Board, to third parties (whether directly or through warrants) as consideration for the provision of goods or services to the Corporation (including the lending of money to the Corporation)."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 21st day of November, 2001.

POWERMED, INC.
(Name of Corporation)

BY: 
Michael Whitman

TITLE: President and Chief Executive Officer