

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
Intelligent Medical Devices LLC	10/29/2004
RECEIVING PARTY DATA	
Name:	Intelligent Medical Devices, Inc.
Street Address:	19 Blackstone Street
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02199
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12614895
CORRESPONDENCE DATA	
Fax Number:	(617)342-4001
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	jrobins@foley.com
Correspondent Name:	Michel Morency
Address Line 1:	111 Huntington Ave
Address Line 2:	Foley & Lardner LLP
Address Line 4:	Boston, MASSACHUSETTS 02199
ATTORNEY DOCKET NUMBER:	091080-0538
NAME OF SUBMITTER:	Jennifer L. Robins for Michel Morency
Total Attachments: 3 source=091080-0538namechange2#page1.tif source=091080-0538namechange2#page2.tif source=091080-0538namechange2#page3.tif	

OP \$40.00 12614895

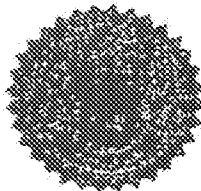
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "INTELLIGENT MEDICAL DEVICES LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "INTELLIGENT MEDICAL DEVICES LLC" TO "INTELLIGENT MEDICAL DEVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2004, AT 3:32 O'CLOCK P.M.

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



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

3306030 8100V
 040783492

AUTHENTICATION: 3445553

DATE: 10-29-04

11/01/2004 12:23 SKORDEL INC. + 16965840319177773416
12/29/2004 15:31 SKORDEL INC. + 16965840913827383673

NO. 678 003
NO. 685 002

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:32 PM 10/29/2004
FILED 03:32 PM 10/29/2004
SNV 040783482 - 2306020 FILE

CERTIFICATE OF CONVERSION
OF
INTELLIGENT MEDICAL DEVICES LLC
INTO
INTELLIGENT MEDICAL DEVICES, INC.

Pursuant to Sections 103 and 265 of the General
Corporation Law of the State of Delaware and Section 18-216 of the Delaware
Limited Liability Company Act

Intelligent Medical Devices LLC, a Delaware limited liability com-
pany (the "Company"), does hereby certify to the following facts relating to the
conversion of the Company into a Delaware corporation (the "Conversion"):

FIRST: The Company was first formed on the 23rd day of October,
2000.

SECOND: The name of the Company immediately prior to the filing
of this certificate of conversion is Intelligent Medical Devices LLC.

THIRD: The name of the corporation into which the Company shall
be converted, as set forth in its certificate of incorporation, is Intelligent Medical
Devices, Inc.

FOURTH: The Company is a limited liability company.

11/01/2004 12:23 SKARDEL INC. + 1595584891517773416
12/29/2004 15:31 SKARDEL INC. + 1595584891517773416

NO. 678 004
NO. 635 003

FIFTH: As of the effective time of the Conversion, by virtue of the Conversion and without any further action on the part of the holders of any ownership interests of Intelligent Medical Devices LLC, each issued and outstanding Common Unit shall be converted into one share of common stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Common Stock"), each Series A Preferred Unit shall be converted into one share of Series A Preferred stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Series A Stock"), and each Series B Preferred Unit shall be converted into one share of Series B Preferred stock, par value \$0.001 of Intelligent Medical Devices, Inc. (the "Series B Stock"). From and after the effective time of the Conversion, all such converted Common Units, Series A Preferred Units and Series B Preferred Units shall no longer be outstanding and shall be deemed to be cancelled and retired and shall cease to exist, and each holder of a Common Unit, Series A Preferred Unit and Series B Preferred Unit shall cease to have any rights with respect to such Common Unit, Series A Preferred Unit and Series B Preferred Unit except the right to receive shares of Common Stock, Series A Stock and Series B Stock of Intelligent Medical Devices, Inc. as detailed above.

As soon as reasonably practicable after the effective time of the Conversion, Intelligent Medical Devices, Inc. shall mail to each holder of record of a notice stating the number of shares of Common Stock, Series A Stock and Series B Stock of Intelligent Medical Devices, Inc. issued in exchange for each Common Unit, Series A Preferred Unit and Series B Preferred Unit formerly held of record by such holder and one or more certificates representing such shares.

IN WITNESS WHEREOF, the Company has caused this certificate of conversion to be executed in its company name this 29th day of October, 2004.

Intelligent Medical Devices LLC

By: /s/ Alice Jacobs
Name: Alice Jacobs
Title: Chief Executive Officer