

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
PowerMed, Inc.	11/21/2001
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Power Medical Interventions, Inc.
<b>Street Address:</b>	4 B East Bridge Street
<b>City:</b>	New Hope
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	18938
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	13251309
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(203)821-2183
<b>Phone:</b>	203-492-5000
<b>Email:</b>	sue.rickard@covidien.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
<b>Correspondent Name:</b>	Tyco Healthcare Group LP d/b/a Covidien
<b>Address Line 1:</b>	555 Long Wharf Drive
<b>Address Line 2:</b>	Mail Stop 8-N1, Legal Department
<b>Address Line 4:</b>	New Haven, CONNECTICUT 06511
<b>ATTORNEY DOCKET NUMBER:</b>	H-PM-00005CON2DIV2CON3
<b>NAME OF SUBMITTER:</b>	Thomas C. Hughes
<b>Total Attachments: 2</b> source=HPM00005Con2Div2Con3PowerMedPMInamechg#page1.tif source=HPM00005Con2Div2Con3PowerMedPMInamechg#page2.tif	

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Document Number \_\_\_\_\_ Filed with the Department of State  
County Number 2810580 Secretary of the Commonwealth *Kim L. Fitzgerald*

**ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION**  
DSCB 15-1915 (Rev 98)

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)	<u>1000 Ford Road, Suite 200</u>	Address	Philadelphia	19104-2744	County
	Number and Street	City	State	Zip	County

(b) or

Name of Commercial Registered Office Provider	County
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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 3, 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: \_\_\_\_\_ at \_\_\_\_\_  
Date 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").

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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 18838 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, \$0.01 par value ("Common Stock") and 25,000,000 shares shall be Preferred Stock, \$0.01 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)(1)(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)(1)(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)(1)(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 21<sup>st</sup> day of November, 2001.

**POWERMED, INC.**  
(Name of Corporation)

BY: 

Michael Whitman

TITLE: President and Chief Executive Officer