

TRADEMARKS ONLY

08-29-2002

To the Honorable Commissioner of P
Please record the attached original do



1. Name of Party(ies) conveying an inte.

102205400

ess of Party(ies) receiving an interest:

UROHEALTH, INC.

08-27-02

Name: IMAGYN MEDICAL TECHNOLOGIES
CALIFORNIA, INC.

Internal Address:

Street Address: 1 Park Plaza, Suite 1100

City: Irvine State: California Zip:92614

Entity:

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State of California
- Other -

- Individual Association
- General Partnership Limited Partnership
- Corporation-State of California
- Other -

Citizenship:

3. Interest Conveyed:

- Assignment Change of Name
- Security Agreement Merger
- Other

If not domiciled in the United States, a domestic
representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

Execution Date: October 15, 1997

4. Application number(s) or registration number(s).
(Additional Sheet Attached?) Yes No

A. Trademark Serial No.

B. Trademark Registration No.

2,000,632

OFFICE OF PUBLIC RECORDS
2002 AUG 27 AM 11:05
FINANCE SECTION

5. Name and address of party to whom correspondence
concerning document should be mailed:

Name: William H. Honaker
Address: Howard & Howard Attorneys, P.C.
The Pinehurst Office Center, Suite #101
39400 North Woodward Avenue
City: Bloomfield Hills State: MI Zip: 48304-5151

6. Number of applications and registrations involved:

One (1)

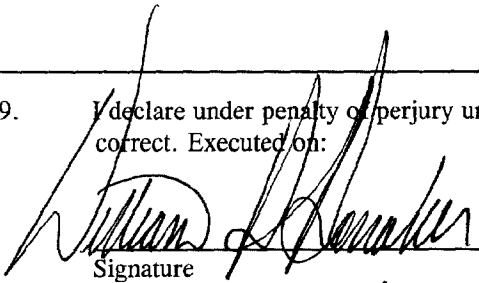
7. Amount of fee enclosed or authorized to charged:

\$ 40.00 (enclosed)

8. Deposit account number (Attach duplicate copy of this
form if paying by deposit account) 08-2789

DO NOT USE THIS SPACE

9. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and
correct. Executed on:


Signature

William H. Honaker
Name of Person Signing

August 20, 2002
Date

08/29/2002 08:01 BYRNE 00000004 2000632

01 FC: 01 40.00 DP

A498749

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

OCT 16 1997

Bill Jones
BILL JONES, Secretary of State

**Certificate of Amendment
of
Articles of Incorporation
of
Urohealth, Inc. (California)**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of Urohealth, Inc. (California), a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read in full as follows:

"The name of this Corporation is Imagyn Medical Technologies California, Inc."
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of said corporation.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders of said corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 410,000; and the number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being more than 50% of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

Date: October 15, 1997

Charles A. Laverty

Charles A. Laverty, President

Kevin M. Higgins

Kevin M. Higgins, Secretary



State of California

A498749

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

OCT 17 1997



Bill Jones

Secretary of State