

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CARDIOFOCUS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "CARDIOFOCUS, INC." UNDER THE NAME OF
"CARDIOFOCUS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JUNE, A.D. 1999, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3057676 8100M

001246320

AUTHENTICATION:

0438406

DATE:

05-15-00

6-1879

**CERTIFICATE OF MERGER
 CARDIOFOCUS, INC.,
 A MASSACHUSETTS CORPORATION
 WITH AND INTO
 CARDIOFOCUS, INC.,
 A DELAWARE CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, this Certificate of Merger for CardioFocus, Inc., a Massachusetts corporation, the terminating entity, is being duly executed and filed by Helen Maslocka as President of CardioFocus, Inc., a Delaware corporation, the surviving entity.

FIRST: The name and jurisdiction of formation or organization of each constituent corporation and/or other business entities are as follows:

<u>NAME</u>	<u>STATE OF JURISDICTION</u>
CardioFocus, Inc.	Massachusetts
CardioFocus, Inc.	Delaware

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Chapter 156B, Section 79 of the Massachusetts General Laws and Title 8, Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving business entity is CardioFocus, Inc.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The Certificate of Merger shall be effective upon the date of filing with the Secretary of State of the State of Delaware.

SIXTH: An executed Agreement of Merger is on file at the principal place of business of the surviving business entity, which is located at 126B Mid-Tech Drive, West Yarmouth, MA 02673.

SEVENTH: A copy of the Agreement of Merger will be provided by the surviving entity upon request and without cost to any member of CardioFocus, Inc.,

the terminating entity and to any stockholder of CardioFocus, Inc., the surviving entity.

IN WITNESS WHEREOF, the undersigned affirms and swears, under the pains and penalties of perjury, that to the best of the undersigned's knowledge and belief, the foregoing statements are true as of this 17 th day of June, 1999.

CARDIOFOCUS, INC.,
a Massachusetts corporation

By: H Maslocka
Name: Helen Maslocka
Title: President + CEO

CARDIOFOCUS, INC.,
a Delaware corporation

By: H Maslocka
Name: Helen Maslocka
Title: President + CEO

TD # 148657-01/10539-6
6/14/1999