

Form PTO-1594 (Rev. 03/01)

RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002) Our Ref.: T1370

TRADEMARK ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Endonetics, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Medtronic Endonetics, Inc.
710 Medtronic Parkway
Minneapolis, Minnesota 55432-5604

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

If assigned is not domiciled in the United States, a domestic representative designations attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 8, 2002

4. Application number(s) or registration number(s)
 A. Trademark Application No(s).
 76/128215 GATEKEEPER REFLUX REPAIR SYSTEM
 76/128210 GATEKEEPER SYSTEM
 76/113692 GATEKEEPER

Additional number(s) attached Yes No

B. Trademark Registration Numbers(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Cindy Evenson
 Medtronic, Inc.
 M.S. LC340
 710 Medtronic Parkway
 Minneapolis, MN 55432-5604

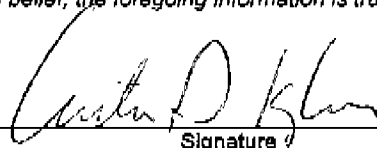
6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 13-2546
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Curtis D. Kinghorn  Aug. 16, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

Attachment to
Recordation Form Cover Sheet
Medtronic Endonetics, Inc.

<u>Serial No.</u>	<u>Trademark</u>
76/052557	BRAVO SYSTEM
76/052556	BRAVO PH SYSTEM
76/052554	BRAVO
76/051108	BRAVO PH MONITORING
76/051073	BRAVO PH MONITORING SYSTEM



State of California
Bill Jones
Secretary of State

STATEMENT BY DOMESTIC STOCK CORPORATION

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 8 2002

BILL JONES, Secretary of State

Filing Fee: Please see information section.
IMPORTANT - Read Instructions Before Completing This Form

1. CORPORATE NUMBER: C1922810
CORPORATE NAME: Medtronic Endonetics, Inc.

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2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE: 710 Medtronic Parkway N.E. CITY AND STATE: Minneapolis, MN ZIP CODE: 55432
3. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY: CITY: CA ZIP CODE:
4. MAILING ADDRESS: 710 Medtronic Parkway N.E. CITY AND STATE: Minneapolis, MN ZIP CODE: 55432

5. CHIEF EXECUTIVE OFFICER/ ADDRESS: Arthur D. Collins, Jr., 710 Medtronic Parkway N.E., Minneapolis, MN CITY AND STATE: Minneapolis, MN ZIP CODE: 55432
6. SECRETARY/ ADDRESS: David J. Scott, 710 Medtronic Parkway N.E., Minneapolis, MN CITY AND STATE: Minneapolis, MN ZIP CODE: 55432
7. CHIEF FINANCIAL OFFICER/ ADDRESS: Robert L. Ryan, 710 Medtronic Parkway N.E., Minneapolis, MN CITY AND STATE: Minneapolis, MN ZIP CODE: 55432

8. NAME: Gary L. Ellis, ADDRESS: 710 Medtronic Parkway N.E., Minneapolis, MN CITY AND STATE: Minneapolis, MN ZIP CODE: 55432
9. NAME: Robert L. Ryan, ADDRESS: 710 Medtronic Parkway N.E., Minneapolis, MN CITY AND STATE: Minneapolis, MN ZIP CODE: 55432
10. NAME: David J. Scott, ADDRESS: 710 Medtronic Parkway N.E., Minneapolis, MN CITY AND STATE: Minneapolis, MN ZIP CODE: 55432

11. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY: None
12. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS:
 AN INDIVIDUAL RESIDING IN CALIFORNIA.
 A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO SECTION 1505 OF THE CALIFORNIA CORPORATIONS CODE.
AGENTS NAME: CT Corporation System

13. ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL: CITY: CA ZIP CODE:

14. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION: Medical Devices

15. I DECLARE THAT I HAVE EXAMINED THIS STATEMENT AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, IT IS TRUE, CORRECT AND COMPLETE.

Robert L. Ryan TYPE OR PRINT NAME OF SIGNING OFFICER OR AGENT
Robert L. Ryan ORIGINAL SIGNATURE CFO: S. V. P.
12/26/01 DATE

Approved by Secretary of State

SO-200 C (REV. 11/98)

Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ENDONETICS, INC.

ARTICLE 1 - NAME

1.1) The name of this corporation is Medtronic Endonetics, Inc.

ARTICLE 2 - PURPOSE

2.1) The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE 3 - CAPITAL STOCK

3.1) The total number of shares which the corporation is authorized to issue is 25,000,000, which are of one class and shall be common stock.

ARTICLE 4 - DIRECTOR LIABILITY AND INDEMNIFICATION

4.1) Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

4.2) Indemnification of Corporate Agents. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

4.3) Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article 4 by the shareholders of the corporation shall not adversely affect any right or protection of an officer or director of the corporation pursuant to this Article 4 existing at the time of such repeal or modification.