

M92107

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MERGER OR SHARE EXCHANGE

Medtronic Vascular, Inc.

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*Merger  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 17, 2005

WORLD MEDICAL MANUFACTURING CORPORATION  
3576 UNOCAL PLACE  
SANTA ROSA, CA 95403US

SUBJECT: WORLD MEDICAL MANUFACTURING CORPORATION  
REF: M92107

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

On page 4 you have see exhibit A attached but you did not attached so please do so and refile it.

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Tracy Smith  
Document Specialist

FAX Aud. #: H05000065869  
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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Medtronic Vascular, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
World Medical Manufacturing Corporation	Florida	

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TALLAHASSEE, FLORIDA

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 28, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 28, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)





If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Exhibit A**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of February 28, 2005, by and between Medtronic Vascular, Inc., a Delaware corporation and World Medical Manufacturing Corporation a Florida corporation

The parties hereto agree as follows:

**ARTICLE 1.  
NAMES OF CONSTITUENT CORPORATIONS  
AND SURVIVING CORPORATION**

1.1) The names of the Constituent Corporations are Medtronic Vascular, Inc. ("SURVIVING CORPORATION"), a Delaware corporation, and World Medical Manufacturing Corporation ("DISAPPEARING CORPORATION"), a Florida corporation. The Constituent Corporations shall be combined by the merger of DISAPPEARING CORPORATION with and into SURVIVING CORPORATION (the "Merger"), pursuant to the terms and provisions of this Agreement and Plan of Merger and pursuant to the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the Florida Business Corporation Act (the "FBCA").

**ARTICLE 2.  
MEANS OF EFFECTING  
MERGER AND CONVERTING STOCK**

2.1) The Merger. At the Effective Date (as defined in Section 2.2), in accordance with the DGCL and the FBCA, DISAPPEARING CORPORATION will merge with and into SURVIVING CORPORATION, the separate existence of DISAPPEARING CORPORATION shall cease. SURVIVING CORPORATION shall continue its corporate existence under the laws of the State of Delaware. The name of the SURVIVING CORPORATION shall continue to be "Medtronic Vascular, Inc."

2.2) Effectiveness of Merger. The effect of the Merger and the Effective Date shall be as prescribed by law (the date and time the Merger becomes effective being referred to herein as the "Effective Date").

2.3) Certificate of Incorporation; Bylaws; Directors and Officers. The Certificate of Incorporation and Bylaws of SURVIVING CORPORATION as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and Bylaws of the SURVIVING CORPORATION until thereafter amended as provided therein and under the DGCL. The directors of SURVIVING CORPORATION immediately prior to the Effective Date shall remain the directors of the SURVIVING CORPORATION and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the SURVIVING CORPORATION'S Certificate of Incorporation and Bylaws and the DGCL. The officers of SURVIVING CORPORATION immediately prior to the Effective Date will be the officers of the SURVIVING CORPORATION and shall serve until

their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the SURVIVING CORPORATION'S Certificate of Incorporation and Bylaws and the DGCL.

2.4) Effect on SURVIVING CORPORATION'S Common Stock. The outstanding shares of SURVIVING CORPORATION Common Stock shall be unaffected by the Merger and shall remain outstanding and represent shares of Common Stock of the SURVIVING CORPORATION.

2.5) Cancellation of DISAPPEARING CORPORATION Common Stock. As a result of the Merger and without any action on the part of the holder thereof, at the Effective Date, all shares of DISAPPEARING CORPORATION Common Stock shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefore. Such cancellation shall be considered a contribution by DISAPPEARING CORPORATION'S sole shareholder to the capital of SURVIVING CORPORATION.


**ARTICLE 3.  
GENERAL PROVISIONS**

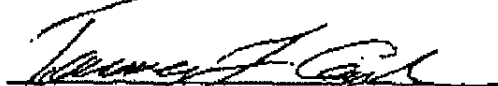
3.1) From and after the Effective Date, SURVIVING CORPORATION shall succeed to and possess all the rights, privileges, powers, franchises and immunities of a public as well as of a private nature, and be subject to all liabilities, restrictions, disabilities, and duties of DISAPPEARING CORPORATION; and all and singular, the rights, privileges, powers, franchises and immunities of both of the Constituent Corporations and all property, assets, rights, privileges, powers, franchises, immunities and all and every other interest shall be thereafter as effectively the property of SURVIVING CORPORATION as they were or would be of the Constituent Corporations or either of them; and title to any real property or any interest therein vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by any reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities and duties of either of the Constituent Corporations shall thenceforth become those of SURVIVING CORPORATION and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first above written.

WORLD MEDICAL MANUFACTURING CORPORATION (a Florida corporation)

MEDTRONIC VASCULAR, INC. (a Delaware corporation)

By:   
Terrance L. Carlson, Vice President and Secretary

By:   
Terrance L. Carlson, Vice President and Secretary