

EXHIBIT A

P-1906.01

ASSIGNMENT

WHEREAS, WE, BRADLEY JENDERSEE, having a residential address of 1848 Castle Drive, Petaluma, California 94954, ROBERT LASHINSKI, having a residential address of 409 Princess Way, Windsor, California 95492, and MICHAEL D. BONEAU, having a residential address of 993-6 Asilomar Terrace, Sunnyvale, California 94086, and all being citizens of the United States of America, have invented a certain new and useful STENT DELIVERY AND DEPLOYMENT METHOD, for which U.S. Patent Application Number 08/478,192, was filed on June 7, 1995; and

WHEREAS, APPLIED VASCULAR ENGINEERING, INC., a Delaware corporation having an office at 5345 Skylane Boulevard, Santa Rosa, California, 95403, is desirous of obtaining the entire right, title and interest in, to and under the said application.

NOW THEREFORE, in consideration of a good and valuable consideration, the receipt of which is hereby acknowledged, WE, BRADLEY JENDERSEE, ROBERT LASHINSKI, and MICHAEL D. BONEAU have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over unto the said APPLIED VASCULAR ENGINEERING, INC., its successors, legal representatives and assigns my entire right, title and interest in, to and under the said invention and the said application for Patent, a copy of which as filed in the United States Patent Office is contained in File No. P-1906.01 in the Law Offices of James E. Eakin, a Professional Corporation, 1301 Shoreway Road, Suite 324, Belmont, California, 94002, and all divisions, continuations and all Patents of the United States which may be granted thereon and all applications for Patents which may be granted for said invention in any country

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or countries foreign to the United States, and all Patents which may be granted for said invention in any country or countries foreign to the United States, and to all extensions, renewals and reissues thereof, and the right to claim priority under the International Convention for the Protection of Industrial Property; and WE hereby authorize and request the Commissioner of Patents and Trademarks of the United States, and any official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue, all Patent for said invention to the said APPLIED VASCULAR ENGINEERING, INC., its successors, legal representatives and assigns, in accordance with this instrument.

AND WE hereby covenant that we have the full right to convey our entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict therewith.

AND WE hereby further covenant and agree that we will communicate to the said APPLIED VASCULAR ENGINEERING, INC., its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said APPLIED VASCULAR ENGINEERING, INC., its successors, legal representatives and assigns to obtain and enforce proper patent protection for said invention in all countries.

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IN TESTIMONY WHEREOF, WE have hereunto set our hands and seal this 20
day of JULY 1995.

Bradley Jendersee
BRADLEY JENDERSEE

Robert Lashinski
ROBERT LASHINSKI

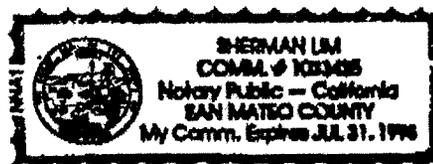
Michael D. Boneau
MICHAEL D. BONEAU

STATE OF CALIFORNIA)
COUNTY OF San Mateo) ss.

On this 20 day of July 1995, before me, Sherman Lim the
undersigned Notary Public, personally appeared BRADLEY JENDERSEE, personally known
to me or proved to me on the basis of satisfactory evidence to be the persons whose names are
subscribed to the within instrument, and acknowledged that they executed it.

WITNESS my hand and official seal.

Sherman Lim
Notary Public

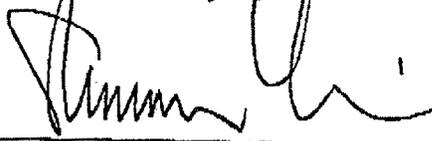


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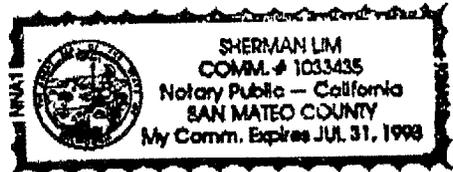
STATE OF CALIFORNIA)
COUNTY OF San Mateo) ss.

On this 20 day of July 1995, before me, Sherman Lim the undersigned Notary Public, personally appeared ROBERT LASHINSKI, personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed it.

WITNESS my hand and official seal.



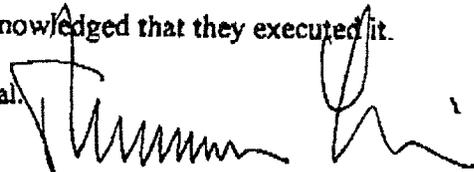
Notary Public



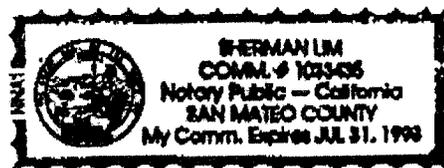
STATE OF CALIFORNIA)
COUNTY OF San Mateo) ss.

On this 20 day of July 1995, before me, Sherman Lim the undersigned Notary Public, personally appeared MICHAEL D. BONEAU, personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed it.

WITNESS my hand and official seal.



Notary Public



FROM RICHARDS, LAYTON & FINGER #10

(WED) 1. 28' 93 15:03/ST. 15:03:00 PM 01/28/1999
STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 03:00 PM 01/28/1999
991035130 - 2269660

**CERTIFICATE OF MERGER
OF
MAV MERGER CORP.
INTO
ARTERIAL VASCULAR ENGINEERING, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST, That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Arterial Vascular Engineering, Inc.	Delaware
MAV Merger Corp.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Arterial Vascular Engineering, Inc., which upon the merger will change its name to "Medtronic AVE, Inc."

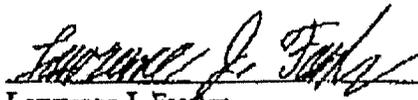
FOURTH: That the restated certificate of incorporation of the surviving corporation shall, as a result of the merger, be amended and restated in its entirety to read as set forth on Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation. The address of such office of the surviving corporation is 3576 Unocal Place, Santa Rosa, California 95403.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

ARTERIAL VASCULAR ENGINEERING, INC.

By:



Lawrence J. Fassler
Vice President of Legal Affairs, General Counsel and
Secretary

FROM RICHARDS, LAYTON & FINGER #10

(WED) 1. 28' 98 15:03/ST. 15:07/NO. 4861878583 P 3

Exhibit A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ARTERIAL VASCULAR ENGINEERING, INC.

ARTICLE 1 - NAME

The name of the corporation shall be Medtronic AVE, Inc.

ARTICLE 2 - REGISTERED OFFICE AND AGENT

The registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3 - PURPOSES

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful acts and activities for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4 - STOCK

The aggregate number of shares the corporation has authority to issue shall be 2,500 shares of Common Stock, \$.01 par value. Holders of Common Stock shall be entitled to one vote for each share of Common Stock held of record.

ARTICLE 5 - RIGHTS OF STOCKHOLDERS

5.1) No Preemptive Rights. No holder of shares of the corporation of any class now or hereafter authorized has any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

5.2) No Cumulative Voting Rights. No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

FROM RICHARDS, LAYTON & FINGER #10

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ARTICLE 6 - MEETINGS AND BOOKS

6.1) Meetings of Stockholders and Election of Directors. Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. Elections of directors need not be by written ballot unless and except to the extent that the Bylaws so provide.

6.2) Corporate Books. The books of the corporation may be kept within or (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY

7.1) Limitation of Liability. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

7.2) Amendment of this Article. Any repeal or modification of this Article 7 shall be prospective and shall not affect the rights under this Article 7 in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

ARTICLE 8 - BYLAWS

The Board of Directors is expressly authorized to make and alter Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the General Corporation Law of Delaware.

22006)1-8

Certificate Under 37 C.F.R. § 3.73(b)

Applicants: Bradly A. Jendersee, et al.

Application No.: 09/189,597 Filed: November 10, 1998

Entitled: Stent Delivery and Deployment Method

Medtronic AVE Inc., a Corporation

(Name of Assignee)

(Type of Assignee, e.g., Corporation, partnership, university, government agency, etc.)

states that it is:

1. the assignee of the entire right, title, and interest, or
2. an assignee of an undivided part interest

in the patent application/patent identified above by virtue of either:

A. An Assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

B. A chain of title from the inventor of the patent application identified above to the current assignee as shown below:

1. From: Bradly A. Jendersee, et al. To: Applied Vascular Engineering, Inc.
The document was recorded in the Patent and Trademark Office at
Reel 7689, Frame 0104, or for which a copy thereof is attached.

2. From: Applied Vascular Engineering, Inc. To: Arterial Vascular Engineering
The document was recorded in the Patent and Trademark Office at
Reel 7863, Frame 0672, or for which a copy thereof is attached.

3. From: Arterial Vascular Engineering To: Medtronic AVE Inc.
The document was recorded in the Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.

Additional documents in the chain of title are listed on a supplemental sheet.

Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the PTO. See MPEP 302-302.8]

The undersigned (whose title is supplied below) is empowered to act on behalf of the assignee.

Date: 2/17/00

Name: Richard E. Klein

Title: Chief Patent Counsel and Vice-President

Signature: 