

Filing Fee: \$50.00

ID Number: 103572



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2014 SEP 23 AM 10:28

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

Pursuant to the provisions of Section 7-1.2-1412 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Medtronic Vascular, Inc.
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the state of Rhode Island.
4. It hereby surrenders its authority to transact business in the state of Rhode Island.
5. It revokes the authority of its registered agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to transact business in this state may subsequently be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.
6. The post office address to which the Secretary of State may mail a copy of any process against the corporation that is served on the Secretary of State:
710 Medtronic Parkway, LC300, Minneapolis, MN 55432
7. As required by Section 7-1.2-1413 of the General Laws, the corporation has paid all fees and taxes.
8. If the corporation is in the hands of a receiver or trustee, this Application for Certificate of Withdrawal must be executed on behalf of the corporation by the receiver or trustee.
9. This Application for Certificate of Withdrawal shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Withdrawal, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9-22-14

FILED

Anne M. Ziebell

Signature of Authorized Officer of the Corporation

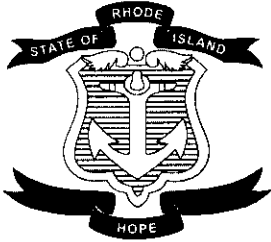
SEP 23 2014

Anne M. Ziebell

Type or Print Name of Authorized Officer

BY CA 232801
10:28

103542



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

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SECRETARY OF STATE
CORPORATIONS DIV
2014 SEP 23 AM 10:28

KATHY OSTERAAS
C/O BIRCHPOND CORPORATE SERVICES
3602 BIRTHPOND RD
EAGAN, MN 55122

LETTER OF GOOD STANDING

It appears from our records that **MEDTRONIC VASCULAR, INC.** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **09/16/2014** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

WITHDRAWAL FOR SECRETARY OF STATE

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb, Chief Revenue Agent
Office Audit and Discovery

32529713:10405712
DLN: 0265299001

FILED

SEP 23 2014

BY Cu 232801
10:28

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
MEDTRONIC VASCULAR, INC.**

The undersigned, being all of the members of the Board of Directors of Medtronic Vascular, Inc., a Delaware corporation (the "Company"), do hereby unanimously consent to the following resolution and the actions authorized therein by this written consent effective December 1, 2012.

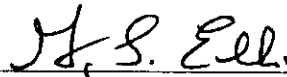
WITHDRAWAL OF COMPANY IN RHODE ISLAND


WHEREAS, the Company is no longer transacting business in the State of Rhode Island (the "State") and it is in the best interest of the Company to formally withdraw from the State.

NOW, THEREFORE, BE IT RESOLVED, that the Assistant Corporate Secretary be and hereby is instructed to draft and file the necessary paperwork in order to formally withdraw the Company from doing business in the State.

IN WITNESS WHEREOF, the Board of Directors have executed this Written Consent effective as of the date first set forth above and have directed that it be filed with the minutes of the proceedings of the Company.

MEDTRONIC VASCULAR, INC.

By: 
Name: Gary L. Ellis

By: 
Name: Douglas A. Hoekstra