

STATEMENT OF CHANGE OF REGISTERED OFFICE

OR REGISTERED AGENT, OR BOTH

OF

MEDTRONIC, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as amended, the undersigned registered agent for the corporation named herein, submits the following statement for the purpose of changing the address of the registered office in the State of Rhode Island:

FIRST: The name of the corporation is:
MEDTRONIC, INC.

SECOND: The state of incorporation is:
MINNESOTA

THIRD: The address of its present registered office is 111 Westminster Street, Providence, Rhode Island 02903.

FOURTH: The address to which its registered office is to be changed is 123 Dyer Street, Providence, Rhode Island 02903.

FIFTH: The name of its present registered agent is C T Corporation System.

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: A copy of this statement has been mailed to the corporation by the registered agent.

Dated December 23, 1986

C T CORPORATION SYSTEM

By

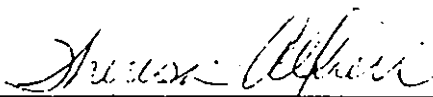
Harold H. Murray

Assistant Vice-President

STATE OF NEW YORK)
) SC.
COUNTY OF NEW YORK)

At 1633 Broadway, New York in said county on this twenty-third day of December, 1986, personally appeared before me Mary G. Murray, who, being by me first duly sworn, declared that she is an Assistant Vice-President of C T Corporation System, that she signed the foregoing document as Assistant Vice-President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)



Notary Public

THERESA ALFIERI
NOTARY PUBLIC, State of New York
No. 4701529
Qualified in Kings County
Cen. Filed in New York County
Commission Expires March 20, 1987

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 23893 Annual Report for the year 1987

FIRST: The name of the corporation is Medtronic, Inc.

SECOND: It is incorporated under the laws of Minnesota

THIRD: Character of business, briefly stated, is Sales of Medical Devices

FOURTH: If foreign corporation, address of its principal office 7000 Central Avenue N.E.,
Minneapolis, MN 55432

FIFTH: Business address in Rhode Island c/o C.T. Corporation 123 Dyer Street,
Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

<u>Schedule Attached</u>	<u>Director</u>	
	<u>Director</u>	
	<u>Director</u>	
	<u>President</u>	
	<u>Vice President</u>	
	<u>Secretary</u>	
	<u>Treasurer</u>	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000,000	Common		\$.10
2,500,000	Preferred		\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
14,022,780	Common	<u>PAID FOR J D 1987</u>	\$.10
None	Preferred	<u>STATE OF</u>	\$1.00

Dated February 25, 1987

Medtronic, Inc.
(Name of Corporation)

By x Lowell P. Jacobson
Vice President

(Report must be signed by an officer)

Title

MEDTRONIC, INC.
41-0793183
CORPORATE OFFICERS

1/10/87

CORPORATE OFFICER		HOME	ADDRESS
EARL BAKKEN FOUNDER AND SR. CHAIRMAN OF THE BOARD OF DIRECTORS (612) 574-3000	(4/76) SS# 476-18-1105		5424 WEST PAVARIAN PASS FRIDLEY, MN 55432 (612) 572-0857
WINSTON R. WALLIN PRESIDENT AND CHIEF EXECUTIVE OFFICER (612) 574-3104	(7/83) SS# 477-16-3107		7022 TUPA CIRCLE EDINA, MN 55435 (612) 941-4628
GLEN D NELSON, M.D. EXECUTIVE VICE PRESIDENT (8/86) (612) 574-3104			500 TONKAWA ROAD LONG LAKE, MN 55336 (612) 473-0333
RAYMOND J. DITTRICH VICE PRESIDENT AND GENERAL COUNSEL (612) 574-3013	(8/80) SS# 472-28-2917		6085 LINCOLN DR EDINA, MN 55436 (612) 933-4185
MICHAEL J. BORIS VICE PRESIDENT WORLD WIDE DISTRIBUTION, FINANCE (612) 574-6402			18205 3RD AVE. NO. PLYMOUTH, MN 55447 (612) 473-4522
KORBY I. GRIFFIN VICE PRESIDENT, PACING (612) 574 4740	(9/85) SS# 544-36-9732		10100 40TH AVE. NO. PLYMOUTH, MN 55441 (612) 544-3089
LOWELL P. JACOBSEN VICE PRESIDENT, HUMAN RESOURCES (612) 574-3209			6750 OLD STURBRIDGE RD. HAMEL, MN 55340 (612) 478-6855
DANIEL R. LUTHRINGSCHAUER VICE PRESIDENT, INTERNATIONAL & E&E (612) 574-3130	(1/86) SS# 127-26-5839		480 PEAVEY ROAD WAYZATA, MN 55391 (612) 574-3130
GERARD C. PLANCHON EXECUTIVE VICE PRESIDENT, INTERNATIONAL AND DIVERSIFIED BUSINESSES SECTOR (612) 574-3022	(5/82) SS# 474-74-4409		4701 GOLF TERRACE EDINA, MN 55424 (612) 935-5223
RICHARD F. GAUTER VICE PRESIDENT, VENTURES (612) 574-3011	(3/85) SS# 368-44-5070		205 KENTUCKY AVE. NO. GOLDEN VALLEY, MN 55427 (612) 545-3738
DONALD R. STONE SENIOR VICE PRESIDENT, CORPORATE PRODUCT ASSURANCE, REGULATORY AFFAIRS AND STANDARDS (612) 574-3007	(12/75) SS# 398-34-5287		1721 CANYON LANE NW NEW BRIGHTON, MN 55112 (612) 636-2334
FRANKLIN R. RICK VICE PRESIDENT & CORPORATE CONTROLLER (612) 574-3247	(5/83) SS# 330-34-0651		15679 TONKAWOOD DRIVE MINNETONKA, MN 55343 (612) 935-2607
WILLIAM E. DRAKE VICE PRESIDENT, DEPUTY GEN. COUNSEL & SECRETARY (612) 574-3286	(9/76) SS# 468-50-6152		2708 IRVING AVE. SO. MINNEAPOLIS, MN 55408 (612) 872-7583
RICHARD W. NUNN ASSISTANT TREASURER (612) 574-3019	(4/77) SS# 472-28-8270		7755 SPRING LAKE PARK ROAD MINNEAPOLIS, MN 55432 (612) 766-1469

MEDTRONIC, INC.
41-0793163
BOARD OF DIRECTORS

DIRECTOR

HOME ADDRESS

EARL E. BAKKEN
FOUNDER AND SENIOR CHAIRMAN OF THE BOARD
MEDTRONIC, INC.
7000 CENTRAL AVE., N.E.
MINNEAPOLIS, MN 55432
(612) 574-3000

3424 WEST BAVARIAN PASS
FRIDLEY, MN 55432
(612) 572-0897

WINSTON R. WALLIN
PRESIDENT AND CHIEF EXECUTIVE OFFICER
MEDTRONIC, INC.
(612) 574-3104

7022 TUPA CIRCLE
EDINA, MN 55435
(612) 941-4628

RAYMOND J. DITTRICH
VICE PRESIDENT AND GENERAL COUNSEL
MEDTRONIC, INC.
(612) 574-3013

6085 LINCOLN DR
EDINA, MN 55436
(612) 933-4185

F. CALEB BLODGETT
V. CHAIRMAN, CFO, CHIEF ADMIN. OFFICER
GENERAL MILLS, INC.
P O BOX 1113
9200 WAYZATA BLVD.
MINNEAPOLIS, MN 55440
(612) 540-3255

688 HILLSIDE DRIVE
WAYZATA, MN 55391
(612) 473-5589

VERNON H. HEATH
PRESIDENT
ROSEMOUNT, INC.
12001 WEST 78 STREET
EDEN PRAIRIE, MN 55344
(612) 828-3209

ELECTED 2/3/83

4725 HIRISCUS AVE.
EDINA, MN 55435
(612) 920-1695

THOMAS E. HOLLORAN
COLLEGE OF ST. THOMAS
44 NO. CLEVELAND
ST. PAUL, MN 55105
(612) 647-5327

ELECTED 4/8/60

WINSLOW HOUSE - UNIT 601
100 SECOND STREET SE.
MINNEAPOLIS, MN 55414
(612) 623-9711

RICHARD E. HORNER
PRESIDENT & CEO
WESTERN UNION PERSONAL COMMUNICATION, INC.
7851 METRO PARKWAY, SUITE 308
BLOOMINGTON, MN 55420
(612) 854-3051

ELECTED 8/26/76

6566 FRANCE AVE. SO. - NO. 704
EDINA, MN 55435
(612) 922-8532

GLEN D. NELSON, M.D.
PRESIDENT & CHAIRMAN OF THE BOARD
PARK NICOLLET MEDICAL CENTERS
3000 WEST 39 STREET
MINNEAPOLIS, MN 55416
(612) 927-2183

ELECTED 11/5/80

500 TONKAWA ROAD
LONG LAKE, MN 55356
(612) 473-0333

RICHARD L. SCHALL
3079 JOEWOOD DRIVE
SANIBEL, FL 33957
(813) 471-6230
(OCT THRU APRIL)

ELECTED 6/24/71

LAKE VERMILLION HOME
(218) 666-2858
(MAY THRU SEPT)
MINNEAPOLIS HOME
(612) 925-2820 (INTERIM)

GERALD W. SIMONSON
VENTURE CAPITAL INVESTOR
(612) 831-0305 OR 831-3350

ELECTED 3/15/62

5013 JEFF PLACE
MINNEAPOLIS, MN 55436
(612) 929-0516

RICHARD A. SWALIN
DEAN OF THE COLLEGE OF ENGINEERING
CIVIL ENGINEERING BUILDING NO. 72
UNIVERSITY OF ARIZONA
TUCSON, AZ 85721
(602) 621-6599

ELECTED 6/25/80

5260 CIRCULO SOBRIO
TUCSON, AZ 85718
(602) 299-7624