

Filing Fee: \$75.00

ID Number: 103580

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is BOSTON SCIENTIFIC CORPORATION
2. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on November 25, 19 98, authorizing it to transact business in Rhode Island under the name of Boston Scientific Corporation
3. The corporate name of the corporation has been changed to No Change

(If no change, so indicate)
4. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

5. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

SECRET

Jun 17 1999
FILED
JUN 17 1999
CITY 3378

6. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
600,000,000	Common		Par .01
50,000,000	Preferred		Par .01

7. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 217,500,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
8. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 613,500,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,500,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year .24 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
9. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Dated _____, 19____

BOSTON SCIENTIFIC CORPORATION

(Exact Corporate Name of Corporation Making Application)

By _____

☐ President or ☒ Vice President (check one)

Lawrence R. Neumann

AND

By _____

☒ Secretary or ☐ Assistant Secretary (check one)

Paul W. Sandman

STATE OF MASSACHUSETTS
COUNTY OF MIDDLESEX

In Notick, on this 26th day of February, 19 99, personally appeared before me Paul W. Sandman, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate

Sandra E. Hurd
Notary Public

My Commission Expires: October 4, 2002

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BOSTON SCIENTIFIC CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0874815 8100

991229975

AUTHENTICATION: 9793458

DATE: 06-09-99

**CERTIFICATE OF SECOND AMENDMENT
OF THE
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
BOSTON SCIENTIFIC CORPORATION**

BOSTON SCIENTIFIC CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

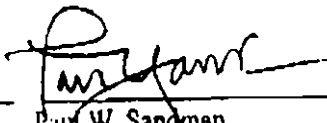
1. That the first sentence of Article FOURTH of the Second Restated Certificate of Incorporation of the Company is hereby amended in its entirety to read as follows:

"FOURTH. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 650,000,000, of which (a) 600,000,000 shall be Common Stock, \$.01 par value, the holders of which shall have one vote for each share so held; and (b) 50,000,000 shares shall be Preferred Stock, \$.01 par value."

2. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS THEREOF, Boston Scientific Corporation has caused this Certificate to be signed by Paul W. Sandman, its Senior Vice President, Secretary and General Counsel this 4th day of November, 1998.

BOSTON SCIENTIFIC CORPORATION

By 
Paul W. Sandman
Senior Vice President, Secretary and
General Counsel