

07-20-1998

*MRO 624-98*



100767941

agents or copy thereof

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

Metrika Laboratories, Inc.

- Individual(s)  Association:
- General Partnership  Ltd Partnership
- Corporation - State - California
- Other: \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?

- Yes  No

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other: \_\_\_\_\_

Execution Date: October 15, 1997

2. Name and address of receiving party(ies):

Name: Metrika, Inc

Street Address: 510 Oakmead Parkway

City: Sunnyvale State: CA Zip: 94086 Country: USA

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Ltd Partnership \_\_\_\_\_
- Corporation - State California
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes  No

(Designations must be separate document from assignment)  
Additional name(s) and addresses attached?

- Yes  No

4. Application number(s) and registration number(s):

A. Trademark Application No.(s) 75/281,369; 74/694,138; 75/284,364; 75/336,699; 75/408,132; 75/408,127; 75/408,131; 75/408,135 75/408,125; 75/430,748; 75/430,784; 75/430,747; 75/464,074

B. Trademark registration No (s) 2,153,839, 2,163,840

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Timothy H. Gens, Esq.

Trial & Technology Law Group

Street Address: 545 Middlefield Road, Suite 220

City: Menlo Park State: CA Zip: 94025

6. Total number of applications and registrations involved:

7 Total fee (37 CFR 3.41) \$ 600.00

- Enclosed

Authorized to be charged to deposit account

8 Deposit Acct No 20-1497 (Order # Metrika-104-116)

(Attach duplicate copy of this page if paying by deposit account)

~~07/16/1998 JSHABAZZ 00000098 75284369~~

DO NOT USE THIS SPACE

01 FC: 401 40.00 OP  
02 FC: 402 350.00 OP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Timothy H. Gens, Reg. No. 29,153  
Name of Person Signing

*Timothy H. Gens*  
Signature

June 24, 1998  
Date

Total number of pages comprising cover sheet: 4

Repln. Ref: 07/16/1998 JSHABAZZ 0011211100  
DAN:201497 Name/Number: 75284369  
FC: 704 \$210.00 PR

# State of California

SECRETARY OF STATE



*[Handwritten initials]*

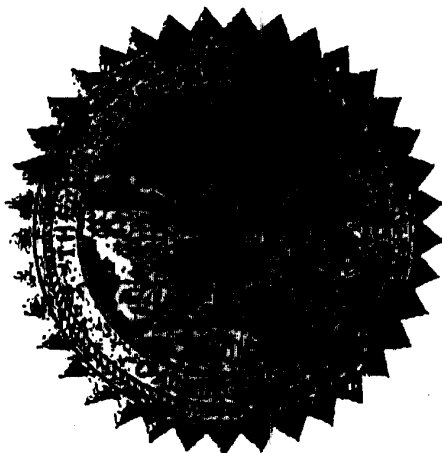
*2 pages*

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

OCT 17 1997



*Bill Jones*

Secretary of State

A0498752

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF METRIKA LABORATORIES, INC.**

SEP 16 1997

*Bill Jones*  
DILL JONES, Secretary of State

The undersigned, Michael Allen and Martha E. Stocker, hereby certify that:

A. They are the duly elected and acting President and Assistant Secretary, respectively, of Metrika Laboratories, Inc., a California corporation (the "Corporation").

B. Article I of the Amended and Restated Articles of Incorporation of the corporation shall be amended in its entirety to read as follows:

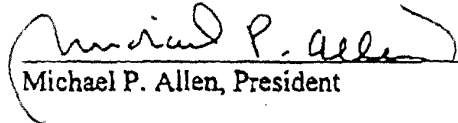
"The name of this corporation is Metrika, Inc."


C. The foregoing amendment has been approved by the Board of Directors of the Corporation.

D. The foregoing amendment was duly approved by the holders of the requisite number of shares of the Corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the foregoing amendment is 2,497,259 shares of Common Stock, 941,352 shares of Series A Preferred Stock, 1,381,892 shares of Series B Preferred Stock, 3,071,851 shares of Series C Preferred Stock and 1,628,000 shares of Series D Preferred Stock; no other class of shares is outstanding. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Common Stock and Preferred Stock, voting together.

We further declare under penalty of perjury under the laws of the State of California that we have read the foregoing Certificate of Amendment of Amended and Restated Articles of Incorporation and know the contents thereof and that the same are true of our own knowledge.

Executed as Sunnyvale, California on October 15, 1997.

  
Michael P. Allen, President

  
Martha E. Stocker, Assistant Secretary

