

08-21-1998

COVER SHEET

Docket No.:

ONLY AUG 14 1998

8.14.98



Tab settings → → → ▼

To the Honorable Commission 100797679

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Jouvence Pharmaceuticals, Inc.

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

Name: Healthspan Sciences, Inc.

Internal Address:

Street Address: 2641 La Mirada Drive

City: Vista State: CA ZIP: 92083

- Individual(s)
- General Partnership
- Corporation-State of California
- Other

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of California
- Other

Additional names(s) of conveying party(ies) Yes No

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 27, 1998

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/309,804 75/309,823 75/309,957
 75/309,805 75/309,824 75/309,958
 75/309,822 75/309,956 75/309,959

B. Trademark Registration No.(s)

Please see Schedule "A"

Additional numbers

Yes No

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

Name: Patricia A. Wilczynski, Esq.

Internal Address:

Street Address: Scully, Scott, Murphy & Presser

400 Garden City Plaza

08/18/1998 DNGUYEN 00000175 75309804

City: Garden City State: NY ZIP: 11530

01 FC:481
02 FC:482

40.00 DP
475.00 DP

6. Total number of applications and registrations involved:.....

20

7. Total fee (37 CFR 3.41):.....\$ \$515.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-1013

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Patricia A. Wilczynski
Name of Person Signing

Signature

August 12, 1998

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK
REEL: 1773 FRAME: 0443

SCHEDULE "A"

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s):

75/310,168

75/310,715

75/352,531

75/532,550

75/352,741

75/352,742

75/403,280

75/403,285

75/403,296

75/465,159

75/478,516

State of California

SECRETARY OF STATE



CORPORATION DIVISION

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

That the annexed transcript was prepared by and in this office from the record on file, 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

JUL 1 9 1998



Bill Jones

Secretary of State

1921338

ARTICLES OF INCORPORATION
OF

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

MAR 16 1995

JOUVENCE PHARMACEUTICALS, INC.

Bill Jones
BILL JONES, Secretary of State

ARTICLE I - NAME

The name of this corporation is Jouvence Pharmaceuticals, Inc.

ARTICLE II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III - INITIAL AGENT FOR SERVICE

The name and address in this state of this corporation's initial agent for the service of process is:

Yves Theriault
3950 Mahaila Avenue #R33
San Diego, CA 92122

ARTICLE IV - CORPORATE SHARES

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total number of such shares authorized to be issued is 1,000,000 shares.

ARTICLE V - LIABILITY

The liability of the Directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

The Corporation is authorized to provide indemnification of agents (as defined in §317 of the California Corporations Code) through by-law provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by §317 of the California Corporations Code, subject only to the applicable limits set forth in §204 of the California Corporations Code with respect to actions for the breach of duty to the Corporation and its shareholders.

The corporation is further authorized to provide insurance for agents as set forth in §317 of the California Corporations Code, provided that, in cases where the Corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in §317, as amended.

Any repeal or modification of the foregoing provisions of this Article V by the shareholders of this corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification.

Dated:


Lynne A. Frasier - Incorporator

ACKNOWLEDGMENT

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed, on this 14 day of March 1995, at San Diego, California.

I declare under penalty of perjury that the foregoing is true and correct.


Lynne A. Frasier - Incorporator

TRADEMARK

REEL: 1772 FRAME: 0447

1921338

A471903

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED *JL*
In the office of the Secretary of State
of the State of California

JAN 23 1996

Bill Jones
BILL JONES Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of *Jovence Pharmaceuticals, Inc.*, a California corporation.
2. Article *IV* of the Articles of Incorporation of this corporation is amended to read as follows:

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total number of such shares authorized to be issued is twenty five million (25,000,000) shares.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is one million (1,000,000). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: *January 12, 1996*

Yves Theriault

(Signature of President)

Yves Theriault

(Typed name of President), President

Yves Theriault

(Signature of Secretary)

Yves Theriault

(Typed name of Secretary), Secretary

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A474827

FILED W/fee
in the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION

APR 15 1996

YVES THERIAULT and ROBERT D. KRINTZMAN, certify that:

Bill Jones
BILL JONES, Secretary of State

1. They are the President and Secretary, respectively of JOUVENCE PHARMACEUTICALS, INC., a California corporation.

2. ARTICLE IV. CORPORATE SHARES is amended to read as follows:

"ARTICLE IV. CORPORATE SHARES This corporation is authorized to issue two classes of shares, designated respectively 'Common Stock' and 'Preferred Stock.' 25,000,000 shares of Common Stock may be issued. 10,000,000 shares of Preferred Stock may be issued.

(1) On amendment of these Articles of Incorporation to read as set forth herein, each currently outstanding share of capital stock, heretofore designated as a 'Common Share,' shall be converted and reclassified into one share of Common Stock.

(2) The board of directors may divide the Preferred Stock into any number of series. The board shall fix the designation and number of shares of each such series. The board may determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of the Preferred Stock. The board of directors (within the limits and restrictions of any resolution adopted by it, originally fixing the number of shares of any series) may increase or decrease the number of shares of any such series after the issue of shares of that series, but not below the number of then outstanding shares of such series."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The corporation has only one class of shares and the number of outstanding shares is 1,982,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Yves Theriault

Yves Theriault, President
DATED: April 9, 1996

Robert D. Krantzman

Robert D. Krantzman, Secretary
DATED: April 9, 1996

A475298

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FILED
in the office of the Secretary of State
of the State of California

APR 15 1996

CERTIFICATE OF DETERMINATION OF
JOUVENCE PHARMACEUTICALS, INC.,
A California Corporation

Bill Jones
BILL JONES, Secretary of State

YVES THERIAULT and ROBERT D. KRINTZMAN certify that:

1. They are the President and Secretary, respectively, of JOUVENCE PHARMACEUTICALS, INC., a California corporation.
2. The corporation is authorized to issue 10,000,000 shares of Preferred Stock, none of which has been issued. The number of shares of Series A Preferred Stock is 2,000,000, none of which has been issued.
3. The following resolution was duly adopted by the board of directors:

"WHEREAS, the board of directors is authorized by the articles of incorporation to divide the Preferred Stock into any number of series, and to fix the designation and number of shares of such series, and to determine the rights, preferences, privileges and restrictions of any wholly unissued series of Preferred Stock,

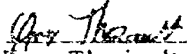
BE IT RESOLVED, that the board of directors hereby establishes a series of Preferred Stock as follows:

- (1) Such series of Preferred Stock is designated Series A Preferred Stock. The number of shares of such series is 2,000,000.
- (2) Upon the voluntary or involuntary liquidation, winding up or dissolution of the corporation, the Series A Preferred Stock is entitled to receive out of the assets available for distribution to shareholders, in preference to any payment on the Common Stock, an amount equal to \$1.00 per share. If the assets of the corporation are insufficient to pay the full liquidation preference to the Series A Preferred Stock and to any other series of Preferred Stock, the entire remaining assets shall be paid to all of the issued and outstanding shares of Preferred Stock on a pro rata basis, and the Common Stock shall receive nothing. After the full liquidation preference has been paid or set apart for the Preferred Stock, the remaining assets shall be paid in equal amounts on all outstanding shares of Preferred Stock and Common Stock on a pro rata basis.
- (3) Holders of the Series A Preferred Stock shall be entitled to convert their shares into shares of Common Stock, on the basis of one share of Common Stock for one share of Series A Preferred Stock: (i) at any time at the option of a holder of Series A Preferred Stock; (ii) automatically, upon the Company's sale of its Common Shares in an underwritten public offering pursuant to a registration statement at a public offering price which is not less than \$10.00 per Common

Share (adjusted to reflect subsequent stock dividends, stock splits or recapitalization) and at least \$10 million in the aggregate, or (iii) upon the date specified by written consent or agreement by the holders of a majority of the then outstanding shares of Series A Preferred Stock.

- (a) If the number of outstanding shares of Common Stock has been increased or decreased since the initial issuance of the Preferred Stock (or series) having conversion rights (by reason of any split, stock dividend, merger, consolidation or other capital change or reorganization affecting the number of outstanding shares of Common Stock) the number of shares of Common Stock to be issued on conversion to the holders of Preferred Stock shall equitably be adjusted by appropriate amendment of the Articles of Incorporation of the corporation. The purpose of such adjustment is to preserve fairly and equitable (as far as reasonably possible) the original conversion rights of the shares being converted.
- (b) Shares converted hereunder shall not be reissued. The corporation shall at all times reserve and keep available a sufficient number of authorized but unissued share of Common Stock , and shall obtain and keep in effect any required permits, to enable it to issue and deliver all shares of Common Stock required to implement the conversion rights granted herein.
- (c) No fractional shares shall be issued upon conversion, but the corporation shall pay cash for any fractional shares of Common Stock to which shareholders may be entitled, at the fair value of such shares at the time of conversion. Such fair value shall be determined by the board of directors.
- (4) Except as otherwise provided herein, each share of Series A Preferred Stock shall have all of the same rights as each share of Common Stock, including but not limited to voting rights, notice of shareholders' meetings and dividend rights."

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.


Yves Theriault, President
DATED: April 22, 1996


Robert D. Krintzman, Secretary
DATED: April 22, 1996

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FILED
The office of the Secretary of State
of the State of California

SEP 08 1997

Bill James
BILL JAMES, Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
JOUVENCE PHARMACEUTICALS, INC.

YVES THERIAULT and ROBERT D. KRINTZMAN, certify that:

1. They are the President and Secretary, respectively of JOUVENCE PHARMACEUTICALS, INC., a California corporation.

ARTICLE IV CORPORATE SHARES is amended to read as follows:

"ARTICLE IV. CORPORATE SHARES This corporation is authorized to issued two classes of shares, designated respectively 'Common Stock' and "Preferred Stock." 100,000,000 shares of Common Stock may be issued. 10,000,000 shares of Preferred Stock may be issued.

(1) The board of directors may divide the Preferred Stock into any number of series. The board shall fix the designation and number of shares of each such series. The board may determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of the Preferred Stock. The board of directors (within the limits and restrictions of any resolution adopted by it, originally fixing the number of shares of any series) may increase or decrease the number of shares of any such series after the issue of shares of that series, but not below the number of then outstanding shares of such series."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporation Code. The corporation has two classes of shares outstanding, each of which is entitled to vote with respect to the amendment: 4,300,000 shares of Common Stock and 718,400 shares of Series A Preferred Stock. The percentage vote required was (A) more than 50% of the outstanding shares of Common Stock voting as a class, and (B) more than 50% of the total outstanding voting shares voting as a single class. The number of shares voting was in favor of the amendment was 2,850,000 shares of Common Stock which equaled or exceeded the vote required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: September 5, 1997

Yves Theriault
Yves Theriault, President/CEO

Robert D. Krintzman
Robert D. Krintzman, Secretary



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FILED *Bin*
In the office of the Secretary of State
of the State of California

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CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
JOUVENCE PHARMACEUTICALS, INC.

APR 29 1998

Bill Jones
BILL JONES, Secretary of State

BRYANT VILLEPONTEAU and DENNIS RIDZ, certify that:

- 1 They are the President and Secretary, respectively of JOUVENCE PHARMACEUTICALS, INC., a California corporation
- 2 ARTICLE I NAME of the Articles of Incorporation of this Corporation is amended to read as follows

"ARTICLE I NAME The name of this corporation shall be HEALTHSPAN SCIENCES, INC."
- 3 ARTICLE IV CORPORATE SHARES of the Articles of Incorporation of this Corporation is amended to read as follows

"ARTICLE IV CORPORATE SHARES This corporation is authorized to issue two classes of shares, designated respectively 'Common Stock' and 'Preferred Stock.' The number of authorized shares of Common Stock is 100,000,000, and the number of authorized shares of Preferred Stock is 10,000,000. On amendment of this ARTICLE IV to read as set forth above, each currently outstanding six shares of Common Stock is combined and reconstituted into one share of Common Stock. The board of directors may divide the Preferred Stock into any number of series. The board shall fix the designation and number of shares of each such series. The board may determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of the Preferred Stock. The board of directors (within the limits and restrictions of any resolution adopted by it, originally fixing the number of shares of any series) may increase or decrease the number of shares of any such series after the issue of shares of that series, but not below the number of then outstanding shares of such series."
- 4 The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors
- 5 The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporation Code. The corporation has two classes of shares outstanding, each of which is entitled to vote with respect to the amendment. 28,466,762 shares of Common Stock and 725,900 shares of Series A Preferred Stock. The percentage vote required was more than 50% of the outstanding shares of Common Stock and Series A Preferred Stock voting as a single class, and more than 50% of the outstanding shares of Common Stock voting as a separate class. The number of shares of each class voting in favor of the amendment equaled or exceeded the vote required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated April 27, 1998

Bryant Villeponteau
Bryant Villeponteau, President/CEO

Dennis Ridz
Dennis Ridz, Secretary

Articles contained revised (01/98) 401.d.s

TRADEMARK

RECORDED: 08/14/1998

REEL: 1772 FRAME: 0453