

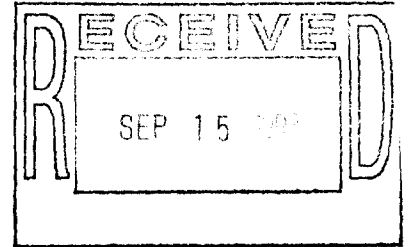
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Box Assignments  
Commissioner of Patents and Trademarks  
Washington, DC 20231



**RECORDATION FORM COVER SHEET -- TRADEMARKS**

(Form PTO-1594)

Sir:

Please record the attached original documents or copy thereof:

1. The name of the conveying party is Caltag Laboratories, Inc., a Utah Corporation.
2. The name and address of the party receiving the interest is Caltag Laboratories, Inc., 1849 Bayshore Boulevard, No. 200, Burlingame, California 94010, a Delaware Corporation.
3. The nature of the attached document is a copy of the Certificate of Incorporation of "Caltag Laboratories, Inc.", which was executed on June 1, 1994.
4. In connection with:
  - A. The trademark registration number:  
1,732,276
5. The name and address to whom all correspondence concerning document should be mailed is:
 

J. Suzanne Siebert  
MAJESTIC, PARSONS, SIEBERT & HSUE P.C.  
4 Embarcadero Center, Suite 1100  
San Francisco, California 94111-4106  
Telephone: (415) 248-5500  
Telefacsimile: (415) 362-5418
6. A total of one registration is involved in this request.
7. The fee of \$40 is enclosed to cover the costs of recordal.
8. The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 13-1030.
9. 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.

09/17/1998 DMBUYEN 00000312 1732276

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40.00 DP

Respectfully submitted,

MAJESTIC, PARSONS, SIEBERT & HSUE P.C.

Dated: Sept 11, 1998  
Atty. Docket: 2959.00TUS0

J. Suzanne Siebert  
J. Suzanne Siebert

The total number of pages (including cover sheet, attachments, and document) is five.

Serial No.: 74/235,554

-1-

**TRADEMARK**  
**REEL: 1789 FRAME: 0029**

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 INCORPORATION OF "CALTAG LABORATORIES, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 1994, AT 9 O'CLOCK A.M.



2407255 8100

981343857

A handwritten signature in cursive script that reads "Edward J. Freel".

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*Edward J. Freel, Secretary of State*

AUTHENTICATION: 9288381

DATE: 09-04-98

TRADEMARK  
REEL: 1789 FRAME: 0030

CERTIFICATE OF INCORPORATION

OF

CALTAG LABORATORIES, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

**FIRST:** The name of the corporation (hereinafter called the "corporation") is CALTAG LABORATORIES Inc..

**SECOND:** The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 32 Loockerman Square, Suite L-100, City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware is The Prentice-Hall Corporation System, Inc.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is Two Million Five Hundred Thousand (2,500,000). The par value of each of such shares is eight cents (\$0.08). All such shares are of one class and are shares of Common Stock.

**FIFTH:** The name and the mailing address of the incorporator is as follows:

Paul D. Hatch  
Broadway Centre, Suite 800  
111 East Broadway  
Salt Lake City, UT 84111-2304

**SIXTH:** The corporation is to have perpetual existence.

**SEVENTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the

Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

**EIGHTH:** For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.
2. After the original or other By-Laws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial By-Law or in a By-Law adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.
3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no

outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

**NINTH:** The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

**TENTH:** The corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ELEVENTH:** From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on May 31, 1994.



Paul D. Hatch  
Incorporator