

06-14-1999



101066241

To the Honorable Commissioner of Patents and Trademarks

Please record the attached original documents or copy

1. Name of conveying party(ies):

Ciphergen Biosystems

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

6-7-99

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

Execution Date: May 7, 1998

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

Name: Ciphergen Biosystems, Inc.

Internal Address:

Street Address: 490 San Antonio Road

City: Palo Alto State: California Zip: 94306

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 75/408,349; 75/317222; 75/317198; 75/317186

B. Trademark Registration No.(s) 2,032,018; 2,005,221

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Anne H. Peck, Esq.

Street Address: Five Palo Alto Square
3000 El Camino Real

City: Palo Alto State: CA ZIP 94306

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

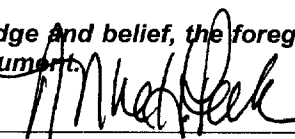
03-3118

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

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.

 7/31/99
Anne H. Peck, Esq. Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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01 FC:481 40.00 DP
02 FC:482 125.00 DP

State of California



SECRETARY OF STATE

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

That the attached transcript of 2 page(s) 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 day of

MAY 26 1999



Bill Jones

Secretary of State

1869482

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CIPHERGEN BIOSYSTEMS

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

MAY 11 1998

Bill Jones
BILL JONES, Secretary of State

William E. Rich and Robert J. Brigham certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Ciphergen Biosystems, a California corporation.
2. Article I of the Amended and Restated Articles of Incorporation of this corporation, filed March 3, 1998 (the "Amended and Restated Articles") is hereby amended to read in full as follows:

"ARTICLE I

The name of this corporation is Ciphergen Biosystems, Inc."

3. Article III, Section 4, Subsection (c)(4)(C) of the Amended and Restated Articles is hereby amended to read in full as follows:

"(C) to directors, officers or employees of, or consultants to, the corporation pursuant to a stock incentive program or another director, officer, employee or consultant agreement or an option or purchase plan approved by the Board of Directors of the Company, not exceeding Four Million Six Hundred Twenty Five thousand (4,625,000) shares of Common;"

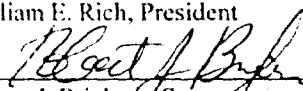
4. The foregoing amendment of Amended and Restated Articles of Incorporation has been approved by the Board of Directors.
5. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation entitled to vote is 14,695,375 shares of Common Stock, 3,000,000 shares of Series A Preferred Stock, 6,346,789 shares of Series B Preferred Stock and 2,862,416 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment to Article I and the Amendment to Article III section 4 subsection (c)(4)(C) equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding Common, Series A Preferred, Series B Preferred and Series C Preferred, voting as a single class, and more than 50% of the Series A Preferred, the Series B Preferred and the Series C Preferred, voting together as a single class, to amend Article I and to amend Article III section 4 subsection (c)(4)(C).

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: May 7, 1998



William E. Rich, President



Robert J. Brigham, Secretary

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