

10-14-1999



J.S. DEPARTMENT OF COMMERCE

101168733

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Patent and Trademark Office
Docket No. 027701.2000S

MPO
10.12.99

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of Conveying party(ies):
Neurothermia, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Other
California
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Innercool Therapies, Inc.
Street Address: 3931 Sorrento Valley Blvd.
City: San Diego State: California ZIP: 92121
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: California
 Other: _____
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: September 28, 1999

4. Application number(s) or registration number(s):
(If this document is being filed together with a new document, the execution date is :)
A. Trademark Application No.(s) **75/611,228 and 75/611,130** B. Registration No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Carla B. Oakley
Brobeck, Phleger & Harrison LLP
Spear Street Tower
One Market
San Francisco, CA 94105

6. Total number of applications and trademark registrations involved: 2
7. Total fee (37 C.F.R. § 3.41): \$65.00
 Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket:
8. Deposit account number: **02-3950**

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to **Deposit Account No. 02-3950**.

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.
Name: Carla B. Oakley _____ *Carla B. Oakley* _____ 10-7-99 _____
Signature Date

Total number of pages comprising cover sheet, attachment and document: 3

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

(10/13/1999 BNGUYEN 00000231 75611228)
01 FC:481 40.00 DP
02 FC:482 25.00 DP



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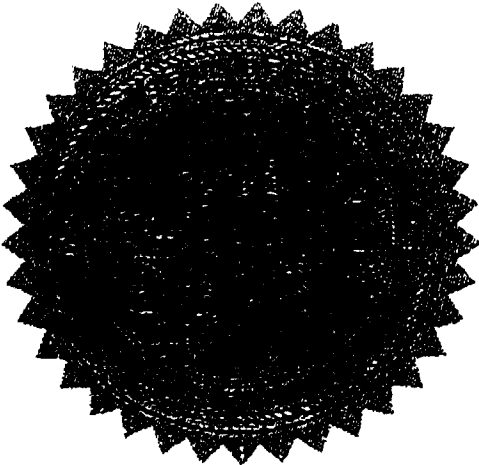
SECRETARY OF STATE

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

That the attached transcript of 1 page(s) 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 day of

OCT 01 1999



Bill Jones

Secretary of State

A0532016

**CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
NEUROTHERMIA, INC.
A California Corporation**

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

SEP 29 1999

BILL JONES, Secretary of State

John Dobak and Michael Kagnoff hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Neurothermia, Inc., a California corporation (the "Corporation").

2. Article I of the Restated Articles of Incorporation of this corporation is hereby amended to read in its entirety as follows:

"ARTICLE I

The name of the corporation is Innercool Therapies, Inc."

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

4. The foregoing amendment has been duly approved by the requisite number of shares of the Corporation in accordance with Sections 902 and 903 of the California Corporations Code. The number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 1,205,000 shares of Common Stock, 2,139,800 shares of Series A Preferred Stock, and 2,984,076 shares of Series B Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock, Series A Preferred Stock, and Series B Preferred Stock voting together as a single class.

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 knowledge.

Date: September 28, 1999



[Signature]

John Dobak, President

[Signature]

Michael Kagnoff, Secretary