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U.S. Patent & TMOrc/TM Mail Rcpt Dt. #57

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

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

Individual(s) Association
General Partnership Limited Partnership
 Corporation-State **Delaware**
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 1, 1999**

2. Name and address of receiving party(ies):
Name: **Tripath Imaging, Inc.**
Internal Address:
Street Address: **P.O. Box 1029**
City: **Burlington** State: **NC** ZIP: **27216**
Individual(s) citizenship:
Association
General Partnership
Limited Partnership
 Corporation State **Delaware**
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)
75/508009 75/800702
75/799887

B. Trademark Registration No.(s)
2,305,499 1,887,662 2,358,062
2,000,145 2,125,954

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Tracy Rollins**
Internal Address:
Street Address:
Palmer & Dodge LLP
One Beacon Street
City: **Boston** State: **MA** ZIP: **02108**

6. Total number of applications and registrations involved: **8**

7. Total fee (37 CFR 3.41): \$ **215**
 Enclosed
Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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 of Person Signing **Tracy Rollins** Signature *Tracy Rollins* Date **7/13/00**

08/07/2000 NTHA11 00000133 75508009

01 FC:481 40.00 OP
02 FC:482 175.00 OP

Total number of pages comprising cover sheet attachments and document.

Office of the Secretary of State

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 AMENDMENT OF "AUTOCYTE, INC.", CHANGING ITS NAME FROM "AUTOCYTE, INC." TO "TRIPATH IMAGING, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 1999, AT 11 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0541138

07-06-00

TRADEMARK
REEL: 002116 FRAME: 0864

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CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
AUTOCYTE, INC.

AUTOCYTE, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of AutoCyte, Inc., resolutions were duly adopted setting forth a proposed amendment of the Restated Certificate of Incorporation of the Corporation, and declaring that such amendment is advisable and that such amendments should be submitted to the stockholders of the Corporation for approval. The resolutions setting forth the proposed amendment are as follows:

RESOLVED: That it is advisable that the Restated Certificate of Incorporation of the Corporation be amended by a Certificate of Amendment to change the name of the Corporation from "AutoCyte, Inc." to "TriPath Imaging, Inc." (the "Amendment"); that the Amendment be submitted to the stockholders of the Corporation for approval; that subject to (i) approval of the Amendment by the stockholders of the Corporation and (ii) no abandonment of the Amendment by the Board of Directors of the Corporation in accordance with Section 242(c) of the Delaware General Corporation Law, the proper officers of the Corporation at the time in office be and each of them acting singly is hereby authorized and empowered to execute the Amendment and, in the name and on behalf of the Corporation, to file the Amendment with the Secretary of State of Delaware.

FURTHER

RESOLVED: That in the event the Amendment is submitted to and approved by the stockholders of the Corporation, Article FIRST of the Restated Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is TriPath Imaging, Inc."

SECOND: Thereafter, pursuant to resolutions of the Corporation's Board of Directors, the amendment was submitted to the stockholders of the Corporation for approval at a Special Meeting of Stockholders, and such meeting was called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware. The necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: The said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its duly authorized officers, as of this 1st day of October, 1999.

AUTOCYTE, INC.

By: James B. Powell
James B. Powell, President