

11-17-2000



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FORM PTO-1594  
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U.S. Department of Commerce  
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): <u>10 13 00</u> VR-1, Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation- State of Delaware  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies):</p> <p>Name: Circadence Corporation  Internal Address:  Street Address: 4888 Pearl East Circle, Suite 101  Boulder, Colorado 80301</p> 
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                      <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>April 26, 2000</u></p>	<p><input type="checkbox"/> Individual(s) citizenship <u>10-13-2000</u>  <input type="checkbox"/> Association _____ U.S. Patent &amp; TMO/TM Mail Rcpt Dt. #01  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation- State of Delaware  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):  A. Trademark Application No.(s)   <u>75/938,058</u></p>	<p>B. Trademark registration No.(s)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Patrick K. Perrin</u>  Internal Address: <u>Hogan &amp; Hartson LLP</u>  _____  _____  Street Address: <u>8300 Greensboro Drive</u>  <u>Suite 1100</u>  City: <u>McLean</u> State: <u>VA</u> Zip: <u>22102</u></p>	<p>6. Total number of applications and registrations involved: ..... 1</p> <p>7. Total fee (37 CFR 3.41): ..... <u>\$40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:  _____  (Attach duplicate copy of this page if paying by deposit account)</p>
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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.*

Patrick K. Perrin                      [Signature]                      10/13/00  
Name of Person Signing                      Signature                      Date

Total number of pages of conveyance document: 3

Office of the Secretary of State

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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 AMENDMENT OF "VR-1, INC.", CHANGING ITS NAME FROM "VR-1, INC." TO "CIRCADENCE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0407377

DATE: 04-28-00

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TRADEMARK  
REEL: 002177 FRAME: 0656

**Certificate of Amendment to  
Second Amended and Restated  
Certificate of Incorporation of VR-1, Inc.**

VR-1, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify as follows for the purpose of amending its Second Amended and Restated Certificate of Incorporation (the "Certificate"):

1. That, pursuant to Section 242 of the Delaware General Corporation Law, the Board of Directors of the Corporation duly adopted resolutions containing the amendments to the Certificate set forth below, declaring such amendments to be advisable and called for the approval of the stockholders of the Corporation to such amendments.

2. That, pursuant to Section 242 of the Delaware General Corporation Law, the stockholders of the Corporation duly adopted proposals containing the amendments to the Certificate set forth below pursuant to a vote taken at the April 18, 2000 annual meeting of the stockholders of the Corporation.

3. The Certificate was duly amended by striking out Article FIRST and by substituting therefor the following:

**FIRST:** The name of the Corporation (the "Corporation")  
is Circadence Corporation.

4. The Certificate was duly amended by striking out Article FOURTH, Paragraph (a) and by substituting therefor the following:

(a) Authorized Shares. The total number of shares of stock that the Corporation shall have authority to issue is 145,000,000, divided into the following classes:

(i) 100,000,000 shares of Common Stock, par value  
\$.001 per share; and

(ii) 45,000,000 shares of preferred stock, par value of  
\$.001 per share, of which 3,400,000 shares shall be designated as  
Series A Convertible Preferred Stock.

5. Except as set forth herein, the provisions of the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of VR-1, Inc. has been signed this 26 day of April, 2000.

VR-1, Inc.

By: Thomas W. Ohrt  
Tom Ohrt, Secretary

1100-001426-2079-x

TOTAL P.03

RECORDED: 10/13/2000

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