

05-18-2001

5-18-01



FORM PTO-1594
(Rev 5-93)

101720589
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

RECEIVED
2001 MAY 18 AM 11:25
ASSIGNMENT SERVICES
DIVISION

1. Name of conveying party(ies):

DNA DYNAMICS, INC.

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State: DELAWARE

Other:

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

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

Name: GENOPTIX, INC.

Address: 1343 STRATFORD COURT

City: DEL MAR State: CA Zip: 92014

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

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger

Security Agreement Change of Name

Other

Execution Date: February 22, 2001

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

A. Trademark Application No.(s)

(75/645,950) 75/645,951

75/645,952 75/649,012

75/711,943 75/711,944

75/711,945 75/711,946

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Erin O'Brien
Internal Address: GRAY CARY WARE & FREIDENRICH
400 Hamilton Avenue
Palo Alto, California 94301

6 Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41) \$215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Erin O'Brien
Name of Person Signing

Erin O'Brien
Signature

May 17, 2001
Date

Total number of pages comprising cover sheet: [5]

Mail Documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records

1213 Jefferson Davis Highway, 3rd Floor

Arlington, VA 22202

(05/18/2001 GTQ11 00000173 75645950
01 FC:481 40.00 OP
02 FC:482 175.00 OP)

SD\1344647.2
1090371-926700

TRADEMARK
REEL: 002297 FRAME: 0614

FIRST AMENDMENT
TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

This First Amendment to Intellectual Property Security Agreement is entered into as of February 22, 2001, by and between IMPERIAL BANK ("Bank") and GENOPTIX, INC., a Delaware corporation ("Borrower").

RECITALS

Borrower and Bank are parties to that certain Intellectual Property Security Agreement dated as of October 27, 1999, as amended (the "Agreement"). The Agreement refers to Borrower as "DNA DYNAMICS, INC." Borrower has changed its name as reflected in Exhibit A attached hereto, and this Amendment corrects the name of Borrower in each of the Loan Documents.

NOW, THEREFORE, the parties agree as follows:

1. All references in the Agreement to "DNA DYNAMICS, INC." shall mean and refer to "GENOPTIX, INC."
2. Unless otherwise defined, all initially capitalized terms in this Amendment shall be as defined in the Agreement. The Agreement, as amended hereby, shall be and remain in full force and effect in accordance with its respective terms and hereby is ratified and confirmed in all respects. Except as expressly set forth herein, the execution, delivery, and performance of this Amendment shall not operate as a waiver of, or as an amendment of, any right, power, or remedy of Bank under the Agreement, as in effect prior to the date hereof. Borrower ratifies and reaffirms the continuing effectiveness of all promissory notes, guaranties, security agreements, mortgages, deeds of trust, environmental agreements, and all other instruments, documents and agreements entered into in connection with the Agreement.
3. Borrower represents and warrants that the Representations and Warranties contained in the Agreement are true and correct as of the date of this Amendment, and that no Event of Default has occurred and is continuing.
4. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the first date above written.

GENOPTIX, INC.

By: 

Title: CEO

IMPERIAL BANK

By: 

Title: _____

Exhibit A

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GENOPTIX, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 2001, AT 2 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2992566 8100

010118816

AUTHENTICATION: 1015113

DATE: 03-10-01

TRADEMARK
REEL: 002297 FRAME: 0617

RESTATED CERTIFICATE OF INCORPORATION OF**GENOPTIX INC.**

GENOPTIX, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCC") does hereby certify that:

FIRST: The present name of the Corporation is GenOptix, Inc. The Corporation was originally incorporated under the name of DNA Dynamics, Inc., and the date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was January 20, 1999.


SECOND: The Restated Certificate of Incorporation of the Corporation in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 141, 242 and 245 of the DGCC by the directors and stockholders of the Corporation.

THIRD: The Restated Certificate of Incorporation of the Corporation in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 245 and 228 of the General Corporation Law of the State of Delaware by the directors and stockholders of the Corporation, and prompt written notice was duly given pursuant to Section 228 of the General Corporation Law of the State of Delaware to those stockholders who did not approve the Restated Certificate of Incorporation, as so amended, by written consent.

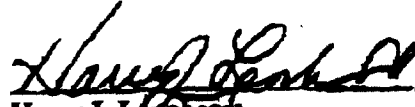
FOURTH: The Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and is incorporated herein by this reference.

IN WITNESS WHEREOF, GenOptix, Inc. has caused this Restated Certificate of Incorporation to be signed by its Chief Executive Officer and attested to by its Secretary this 7th day of March, 2001.

GENOPTIX, INC.

By 
Tina S. Nova, Ph.D., Chief Executive Officer

ATTEST:


Harry J. Lenhardt,
Executive Vice President of Business Development,
General Counsel and Secretary