

RECORD  
TRA

06-13-2001



To the Honorable Commissioner of Patents

101748180

original documents or copy thereof.

1. Name of conveying party(ies): 6-7-01

**Janus Pharmaceuticals, 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: August 30, 2000

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

Name: **Vela Pharmaceuticals Inc.**

Address: **3131 Princeton Pike, Building 4, Suite 216**

City: **Lawrenceville** State: **NJ** Zip: **08648**

- 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

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

A. Trademark Applications

Mark	Serial No.
VELA PHARMACEUTICALS	76/134,361
VELA PHARM	76/122,312

B. Trademark Registrations

Mark	Reg. No.

Additional numbers attached?     Yes     No

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

Name: Rebecca B. Gibbs, Esq., c/o Fish & Neave

Street Address: 1251 Avenue of the Americas

City: New York State: New York Zip: 10020

6. Total number of applications and registrations involved:

**Two**

7. Total fee (37 CFR 3.41):.....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 06-1075

(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.*

Rebecca B. Gibbs  
Name of Person Signing

Rebecca Gibbs  
Signature

June 4, 2001  
Date

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

**6**

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 "JANUS PHARMACEUTICALS, INC.", CHANGING ITS NAME FROM "JANUS PHARMACEUTICALS, INC." TO "VELA PHARMACEUTICALS INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, 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, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0651056

DATE: 08-31-00

2855366 8100

001441894

TRADEMARK  
REEL: 002312 FRAME: 0884

**STATE OF DELAWARE****Certificate of Amendment of  
Restated Certificate of Incorporation**

Janus Pharmaceuticals, 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 Janus Pharmaceuticals, Inc. on July 17, 2000, resolutions were duly adopted setting forth a proposed amendment of the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows: RESOLVED, that the Restated Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "I" so that, as amended, said Article shall be and read as follows: "The name of this corporation is Vela Pharmaceuticals Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Janus Pharmaceuticals, Inc. has caused this Certificate of Amendment of Restated Certificate of Incorporation to be signed by Kevin L. Keim, President and Chief Executive Officer this 26<sup>th</sup> day of August, 2000.

DATED: 26<sup>th</sup> August 2000 BY: [Signature]  
 Kevin L. Keim  
 President and Chief Executive Officer

STATE OF New Jersey  
 COUNTY OF Mersey

ss.:

On this 26<sup>th</sup> day of August, 2000, appeared before me in person the above named Kevin L. Keim and acknowledged the above to be his signature and that he signed, sealed and delivered the above instrument as his voluntary act and deed, and for the uses and purposes therein set forth.

[Signature]  
 Notary Public

JANE A. LINTZ

Notary Public of New Jersey  
 Commission Expires 10/21/2002

My Commission expires:

(Notary seal)

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CORRECTED CERTIFICATE OF AMENDMENT OF "VELA PHARMACEUTICALS INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D., 2000, AT 12 O'CLOCK P.M.

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



*Edward J. Freel, Secretary of State*

AUTHENTICATION: 0722440

DATE: 10-06-00

TRADEMARK

REEL: 002312 FRAME: 0887

2855366 8101

001506922

**CERTIFICATE OF CORRECTION  
TO THE  
CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
VELA PHARMACEUTICALS INC.**

VELA PHARMACEUTICALS INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, DOES HEREBY CERTIFY THAT:

1. A Certificate of Amendment (the "Certificate of Amendment") to the Restated Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on August 30, 2000.
2. Section Second of the Certificate of Amendment is an inaccurate record of the corporate action therein referred to.
3. Set forth below is the corrected and restated Section SECOND, which is to be incorporated into the Certificate of Amendment effective as of August 30, 2000.

"SECOND: That thereafter, the stockholders of said corporation approved the amendment of the Restated Certificate of Incorporation, by unanimous written consent of the stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to the Certificate of Amendment to be executed by a duly authorized officer of the Corporation this 29th day of September, 2000.

VELA PHARMACEUTICALS INC.

By 

Kevin L. Keim, President