

08-07-2001



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Attorney Docket Nos. 18090T-43

U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Office

FORM PTO-1594
1-31-92

To the Honorable Commissioner of Patents and Tra.

the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Cymbolic Sciences International, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: California **7-30-01**
 Other:
 Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
 Name: Cymbolic Sciences, Inc.
 Internal Address:
 Street Address: 26072 Merit Circle
 City: Laguna Hills State: CA Zip: 92653
 Individual(s) citizenship:
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Delaware
 Other: a Delaware limited liability company
 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 names and addresses attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
 Execution Date: November 10, 1997

4. Application Number(s) or Registration Number(s).
 A. Trademark Application No(s):
 B. Trademark Registration No(s): **2095714**
 Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1
 7. Total fee (37 CFR 3.41): \$40.
 Enclosed Charge Fees to Deposit Account
 Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.
 8. Deposit account number: 20-1430
 (Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Mark A. Steiner
 TOWNSEND AND TOWNSEND AND CREW LLP
 Two Embarcadero Center, 8th Floor
 San Francisco, California 94111-3834
 (415) 576-0200

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.
 Mark A. Steiner
 Name of Person Signing

 Signature
 7-27-01
 Date
 Total number of pages including cover sheet, attachments and document: 8

10. Change Correspondence Address to that of Part 5? Yes No
 OMB No. 0651-0011 (exp. 4/94)

Mail documents to be recorded with required cover to:
 Commissioner for Trademarks
 Box: Assignments
 Washington, D.C. 20231
 Do not detach this portion

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TRADEMARK
 REEL: 002342 FRAME: 0001

To: Mr. 'nie Williams, Jones Day

State of Delaware

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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 INCORPORATION OF "CYMBOLIC SCIENCES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 1997, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8591238

DATE: 08-05-97

TRADEMARK

REEL: 002342 FRAME: 0002

CERTIFICATE OF INCORPORATION
OF
CYMBOLIC SCIENCES, INC.

Article I.

The name of the corporation is Cymbolic Sciences, Inc. (the "Corporation").

Article II.

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

Article III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Article IV.

This Corporation is authorized to issue only one class of shares, designated Common Stock, \$.001 par value. The total number of shares of Common Stock which this Corporation shall have the authority to issue shall be 15,000.

Article V.

The name and mailing address of the incorporator are as follows:

James P. Reilly
c/o Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304

Article VI.

The Corporation is to have perpetual existence.

Article VII.

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

Article VIII.

The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

Article IX.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

Article X.

(a) To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders of monetary damages for breach fiduciary duty as a director.

(b) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor the Corporation.

(c) Neither any amendment nor repeal of this Article X, nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article X, shall eliminate or reduce the effect of this Article X, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article X, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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**ACTION BY WRITTEN CONSENT
OF THE SHAREHOLDERS OF
CYMBOLIC SCIENCES INTERNATIONAL, INC.**

November 10, 1997

In accordance with Section 603(a) of the California Corporations Code, the undersigned, constituting the holders of not less than a majority of the outstanding shares of Common Stock of Cymbolic Sciences International, Inc., a California corporation (the "Company"), hereby adopt the following resolutions by their written consent, without a meeting, effective as of the date set forth above:

APPROVAL OF REINCORPORATION IN DELAWARE

WHEREAS, the Company believes it to be in the best interests of the Company and its shareholders to change the Company's state of incorporation from California to Delaware, and the Board of Directors has approved such reincorporation;

NOW, THEREFORE, BE IT RESOLVED: That the shareholders hereby approve the reincorporation of the Company into the State of Delaware, such that Cymbolic Sciences, Inc., a Delaware corporation and a wholly owned subsidiary of the Company ("Subsidiary"), acquires all of the assets and assumes all of the liabilities of the Company in a merger (the "Reincorporation") of the Company with and into the Subsidiary, in which the Subsidiary shall be the surviving corporation and pursuant to which one share of Common Stock of the Subsidiary will be issued for every outstanding share of Common Stock of the Company; and which Reincorporation is more fully described in the Shareholder Information Statement sent to all shareholders of the Company on November 10, 1997, a copy of which is hereby acknowledged to have been received by the undersigned (the "Information Statement").

RESOLVED FURTHER: That the Agreement and Plan of Merger (the "Merger Agreement"), the Certificate of Incorporation (the authorization of the Board to alter the number of directors without stockholder approval and the elimination of the right of stockholders to take action by written consent), and the Bylaws of Subsidiary, all in substantially the form attached as exhibits to the Information Statement, are all hereby approved and adopted.

RGR::ODMA\PCDOCS\SQL23624381

STOCK PURCHASE AGREEMENT

Cymbolic Sciences International, Inc., a California corporation (the "Purchaser") hereby purchases from Cymbolic Sciences, Inc., a Delaware corporation (the "Seller"), and the Seller hereby sells to the Purchaser, 1,000 shares (the "Shares") of Common Stock of the Seller, at \$.10 per share, for an aggregate purchase price of \$100.00.

The Purchaser represents and warrants that it is acquiring the Shares for investment purposes only and not with a view to the distribution of such Shares, as such term is defined under the Securities Act of 1933, as amended (the "1933 Act"). The Purchaser understands and acknowledges that the Shares constitute "restricted stock" as such term is defined under the 1933 Act and may not be sold or otherwise transferred unless registered under the 1933 Act or unless an appropriate exemption from registration shall then exist.

The Seller represents and warrants that other than the Shares purchased and sold hereby the Seller has no shares of capital stock outstanding.

The Purchaser acknowledges receipt of a stock certificate representing 1,000 shares of Common Stock of the Seller, and the Seller acknowledges receipt from Purchaser of cash or a check in the amount of \$100.00.

This Stock Purchase Agreement is executed effective as of this 15th day of October, 1997.

PURCHASER:

Cymbolic Sciences International, Inc.
a California corporation

By: 
Kenneth L. Smith, Chief Executive Officer

SELLER:

Cymbolic Sciences, Inc.
a Delaware corporation

By: 
Kenneth L. Smith, Chief Executive Officer

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RESOLVED FURTHER: That the execution and delivery of the Merger Agreement to the Subsidiary for and on behalf of the Company, and the filing of the Merger Agreement and any related officer's certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with the applicable laws to consummate the Reincorporation, are hereby approved.

RESOLVED FURTHER: That the shareholders hereby approve the assumption by Subsidiary of each outstanding and unexercised option or warrant or other right to purchase shares of capital stock of the Company and each existing and effective employee stock benefit plan of the Company, including the 1997 Stock Option Plan and the 1993 Stock Option Plan, at the effective time of the Reincorporation for all intents and purposes as though such plans, including the reservation of shares of Common Stock to be issued thereunder, had been originally adopted and authorized by the Subsidiary.

FOR

AGAINST

ABSTAIN

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]