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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):

Nicholas & Williams, Inc.

*8-600*

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 5, 2001

2. Name and address of receiving party(ies)

Name: Westport Labs, Inc.

Internal Address: \_\_\_\_\_

Street Address: 11558 Rock Island Court

City: Ballwin State: MO Zip: 63043

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation-State: Missouri
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 1,987,277 for THERA-SPA
- 1,970,170 for TOPICOL
- 1,937,302 for TOPICARE (Classes 3 and 5)
- 1,848,456 for TOPICARE (Class 3)
- 1,732,352 for PRO GLO
- 1,698,697 for LA POINTE

Additional numbers attached?  Yes  No

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

Name: Andrew B. Mayfield

Internal Address: \_\_\_\_\_

*01/16/2001 6TON11 00000061 012304 1987277*

*01 FC:481 40.00 CH  
02 FC:482 125.00 CH*

Street Address: One Metropolitan Square, Suite 2600

City: St. Louis State: MO Zip: 63102-2740

6. Total number of applications and registrations involved

6

7. Total fee (37 CFR 3.41)..... \$185.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2384

(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

Andrew B. Mayfield

Name of Person Signing

*Andrew B. Mayfield*

Signature

August 3, 2001

Date

No. 00251160

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT

WHEREAS,

WESTPORT LABS, INC.

Formerly,

NICHOLAS & WILLIAMS, INC.

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 8th day of FEBRUARY, 2001.

A handwritten signature in cursive script that reads "Matt Blunt".

\$25.00

Secretary of State



**AMENDMENT OF ARTICLES OF INCORPORATION**

**OF**

**NICHOLAS & WILLIAMS, INC.**

HONORABLE MATT BLUNT  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MISSOURI 65101

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

**SECTION 1**

The present name of the Corporation is Nicholas & Williams, Inc., which is the name under which it was originally organized.

**SECTION 2**

An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on February 5, 2001.

**SECTION 3**

Article One of the Articles of Incorporation is amended to read as follows:

Article One: The name of the corporation is: Westport Labs, Inc.

**SECTION 4**

All of the 1000 shares outstanding were entitled to vote on the foregoing amendment; all 1000 shares voted for said amendment, and no shares voted against said amendment.

**SECTION 5**

The Amendment did not change the number or par value of authorized shares having a par value.

SECTION 6

The Amendment did not provide for any exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the value of issued shares of that class.

IN WITNESS WHEREOF, the undersigned, President, has executed this instrument and its Secretary has affixed its corporate seal hereto and attested said seal on the 5 day of February 2001.

NICHOLAS & WILLIAMS, INC.

(Corporate Seal)

By *Norman A. Van Rees*  
Norman A. Van Rees, President

Attest:

*Diane E. Van Rees*  
Diane E. Van Rees, Secretary

FILED

FEB 08 2001

*Matt Blunt*  
SECRETARY OF STATE

STATE OF MISSOURI     )  
  )SS  
CITY OF ST. LOUIS     )

I, *W. ELIZABETH MARX*, a Notary Public, do hereby certify that on the *5TH* day of *FEBRUARY*, 2001 personally appeared before me Norman A. Van Rees who, being by me first duly sworn, declared that he is the President of Nicholas & Williams, Inc., that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

*W. Elizabeth Marx*  
Notary Public

My commission expires: *08/15/04*