



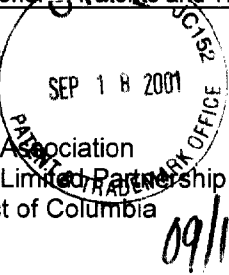
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original Documents or copy thereof.

1. Name of conveying party(ies)

**Biospherics Incorporated**

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation-State - District of Columbia
- Other



09/18/01

2. Name and address of receiving party(ies)

Name: **Biospherics Incorporated**

Internal Address:

Street Address: **12051 Indian Creek Court**

City: **Beltsville** State: **MD** ZIP: **20705**

- 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

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

3. Nature of conveyance:

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

Execution Date: **06/19/92**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**899,822-BIOSPHERICS & Design**

Additional numbers attached?  Yes  No

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

Name: **Mark V. Sparacino**  
**Roylance, Abrams, Berdo & Goodman, LLP**  
Internal Address:

Street Address: **1300 19<sup>th</sup> Street, N.W.**  
**Suite 600**  
City: **Washington** State: **D.C.** ZIP: **20036**

6. Total number of applications and registrations involved:

**1**

7. Total fee (37 CFR 3.41) : **\$40**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

**Mark V. Sparacino**

Name of Person Signing

*Mark V. Sparacino*  
Signature

09/15/01  
Date

Total number of pages including cover sheet, attachments, and document: **6**

# State of Delaware

PAGE 1



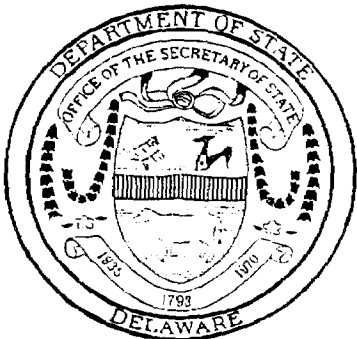
## Office of Secretary of State

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I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "BIOSPHERICS INCORPORATED" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE DISTRICT OF COLUMBIA, MERGING WITH AND INTO "BIOSPHERICS INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "BIOSPHERICS INCORPORATED" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 1992, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

\* \* \* \* \*



SECRETARY OF STATE  
AUTHENTICATION: \*3497912

DATE: 06/25/1992

921765190

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/23/1992  
921765190 - 2296558

### CERTIFICATE OF MERGER

THIS CERTIFICATE OF MERGER, dated as of the 19th day of June, 1992, is entered into by and between BIOSPHERICS INCORPORATED, a corporation organized under the laws of the District of Columbia (the "Company"), and BIOSPHERICS INCORPORATED, a corporation organized under the laws of the State of Delaware ("New Biospherics"), which are hereinafter collectively referred to as the "Constituent Corporations."

FIRST: The name and state of incorporation of each of the Constituent Corporations are:

(a) Biospherics Incorporated, a District of Columbia corporation; and

(b) Biospherics Incorporated, a Delaware corporation.

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged by the Company and by New Biospherics in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and Section 29-368 of the District of Columbia Business Corporation Act.

THIRD: The name of the surviving corporation is Biospherics Incorporated.

FOURTH: The certificate of incorporation of New Biospherics shall be the certificate of incorporation of the surviving corporation.

FIFTH: The surviving corporation is a corporation organized under the laws of the State of Delaware.

SIXTH: The executed agreement of merger is on file at the principal place of business of Biospherics Incorporated at 12051 Indian Creek Court, Beltsville, Maryland 20705.

SEVENTH: A copy of the agreement of merger will be furnished, on request and without cost, to any shareholder of the Company or New Biospherics.

EIGHTH: The authorized capital stock of the Company is 15,000,000 shares of Common Stock, \$0.01 par value. The authorized capital stock of New Biospherics is 20,000,000 shares, of which 18,000,000 shares are Common Stock, \$0.01 par value and 100 shares of which are outstanding; and 2,000,000 shares are Preferred Stock, \$0.01 par value, none of which is outstanding.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/23/1992  
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NINTH: The manner and basis of converting or exchanging the issued and outstanding capital stock of the parties hereto on the Effective Date (as hereinafter defined) shall be as follows:

(a) Each issued and outstanding share of the Common Stock of New Biospherics shall be cancelled.

(b) Each issued and outstanding share of the Common Stock of the Company shall be converted into one share of Common Stock of New Biospherics.

(c) No scrip or fractional share certificates of stock shall be issued as a result of the merger transaction described hereinabove.

TENTH: The Board of Directors of the Company, on March 10, 1992, by unanimous written consent, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in this Certificate of Merger was advisable and directing submission of the merger to the Annual Meeting of Shareholders held on May 15, 1992. A Notice stating that a purpose of said Meeting of Shareholders would be to take action upon this Certificate of Merger was mailed to each Company shareholder at least ten days in advance of said Annual Meeting of Shareholders. At said annual meeting, holders of 2,720,962 shares voted in favor of the merger, holders of 300,332 shares voted against the merger and holders of 20,005 shares abstained from voting on the merger. As a result, the Certificate of Merger was duly submitted to and approved by the affirmative vote of in excess of two-thirds of all of the votes entitled to be cast thereon at the said Annual Meeting of Shareholders.

ELEVENTH: The Board of Directors of New Biospherics, on March 10, 1992, by unanimous written consent, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in this Certificate of Merger was advisable and directing submission thereof to the sole shareholder of New Biospherics. The sole shareholder of New Biospherics approved the merger by informal written consent as permitted by applicable law. As a result, this Certificate of Merger was duly advised, authorized and approved in the manner and by the vote required by the Certificate of Incorporation of New Biospherics and by the laws of the State of Delaware.

TWELFTH: Upon the Effective Date:

(a) the assets and liabilities of the Company shall be taken up on the books of New Biospherics at the amount at which they shall at that time be carried on the books of the Company, subject to such adjustments, if any, as may be necessary to conform to New Biospherics accounting procedures; and

(b) all of the rights, privileges, immunities, powers, purposes and franchises of the Company and all property, real, personal and mixed, and all debts due to the Company on whichever account shall be vested in New Biospherics, and all property rights, privileges, patent with trademark rights, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of New Biospherics as they were of the Company, and all debts, liabilities, obligations and duties of the Company shall thenceforth attach to New Biospherics and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

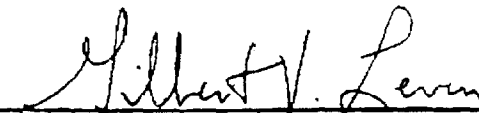
The merger provided for by this Certificate of Merger shall become effective (the "Effective Date") and the separate existence of the Company shall cease on the date which is later of (i) July 1, 1992, or (ii) the date that this Certificate of Merger is filed for record with the Secretary of State of Delaware and the Recorder of Deeds of the District of Columbia, as required by the laws of the State of Delaware and the District of Columbia.

IN WITNESS WHEREOF, the corporation parties to the merger have caused this Certificate of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 19th day of June, 1992.

ATTEST:

BIOSPHERICS INCORPORATED  
(District of Columbia)

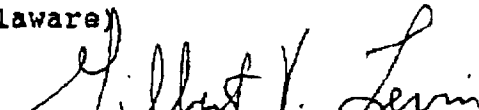
  
Richard C. Levin, Secretary

By:   
Gilbert V. Levin, Ph.D.,  
President

ATTEST:

BIOSPHERICS INCORPORATED  
(Delaware)

  
Richard C. Levin, Secretary

By:   
Gilbert V. Levin, Ph.D.,  
President

THE UNDERSIGNED, President of BIOSPHERICS INCORPORATED (District of Columbia) and BIOSPHERICS INCORPORATED (Delaware), who executed on behalf of said corporations the foregoing

Certificate of Merger, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of said corporations, the foregoing Certificate of Merger to be the corporate act of said corporations and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Gilbert V. Levin, Ph.D