

12-07-2001



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10-31-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

12/06/2001 DBYRNE 00000146 75820107

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Scott S. Havlick, Esq.
Name of Person Signing


Signature

10/31/01
Date Signed

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 CERTIFICATE OF AMENDMENT OF "ESNIFF, INC.", CHANGING ITS NAME FROM "ESNIFF, INC." TO "VERICEPT CORPORATION", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.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

3282715 8100

010491541

AUTHENTICATION: 1373216

DATE: 10-03-01

TRADEMARK
REEL: 002404 FRAME: 0301

**CERTIFICATE OF AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
ESNIFF, INC.**

ESNIFF, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation Law"), does hereby certify as follows:

1. The name of the corporation is eSniff, inc. (hereinafter the "Corporation").
2. The Corporation's original Certificate of Incorporation was initially filed with the Secretary of State of Delaware on August 31, 2000.
3. The following amendments to the Restated Certificate of Incorporation of the Corporation have been duly adopted in accordance with Sections 141, 228 and 242 of the Delaware General Corporation Law, the Board of Directors of the Corporation having adopted resolutions setting forth the proposed amendment to the Restated Certificate of Incorporation, declaring its advisability, and directing that it be submitted to the stockholders of the Corporation for their approval; and the stockholders having consented in writing to the adoption thereof.

A. Article One of the Restated Certificate of Incorporation of the Corporation is amended by deleting Article One thereof and replacing it with the following:

The name of the corporation is Vericept Corporation (the "Corporation").

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, for the purpose of amending the Restated Certificate of Incorporation of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of October, 2001.

ESNIFF, INC

By: /s/ Thomas P. Donahue
Name: Thomas P. Donahue
Title: President and Secretary

Attest:

/s/ John M. Conlin
Name: John M. Conlin
Title: Vice President and Treasurer

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/03/2001
010491541 - 3282715

RECORDED: 10/31/2001

TRADEMARK
REEL: 002404 FRAME: 0302