



03-19-2002



102022180

FORM PTO-1594 (Rev. 6-93)

ET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

<p>1. Name of conveying party(ies): <u>Ciphergen Biosystems, Inc.</u> <i>3/13/02</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>California</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <hr/> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 20, 2000</u></p>	<p>2. Name and address of receiving party(ies): Name: <u>Ciphergen Biosystems, Inc.</u> Internal Address: _____ Street Address: <u>6611 Dumbarton Circle</u> City: <u>Fremont</u> State: <u>CA</u> Zip: <u>94555</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation- <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75/943,635; 75/943,627; 75/317,186;</u></p>	<p>B. Trademark Registration No.(s) <u>2543501; 2528710; 2304569; 2286154; 2032018; 2005221</u></p>
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Cooley Godward LLP</u> Internal Address: _____ <u>Susan Mobley, Paralegal Specialist</u> Street Address: <u>One Freedom Square</u> <u>11951 Freedom Drive, Reston Town Center</u> City: <u>Reston</u> State: <u>VA</u> ZIP <u>20190-5601</u></p>	<p>6. Total number of applications and registrations involved: <u>9</u></p> <p>7. Total fee (37 CFR 3.41):. <u>\$240.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>03-3118</u> (Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature. <i>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.</i></p> <p style="text-align: center;"><i>Susan Mobley</i> <u>3/13/02</u> _____ Susan Mobley Date</p> <p style="text-align: center;">Total number of pages including cover sheet, attachments, and document: 4</p>	

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

03/18/2002 AAHMED1 00000199 75943635

01 FC:481 40.00 OP
02 FC:482 200.00 OP

127901 v1/RE
2Q_T01!.DOC

TRADEMARK
REEL: 002462 FRAME: 0822

**CERTIFICATE OF MERGER
OF
CIPHERGEN BIOSYSTEMS, INC., A CALIFORNIA CORPORATION
with and into
CIPHERGEN BIOSYSTEMS, INC., A DELAWARE CORPORATION
Under Section 252 of the General Corporation Law of the State of Delaware**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, as amended, CIPHERGEN BIOSYSTEMS, INC., a Delaware corporation ("CIPHERGEN BIOSYSTEMS-DELAWARE"), hereby certifies to the following information relating to the merger of CIPHERGEN BIOSYSTEMS, INC., a California corporation ("CIPHERGEN BIOSYSTEMS-CALIFORNIA"), with and into CIPHERGEN BIOSYSTEMS-DELAWARE (the "Merger").

1. The name and the state of incorporation of each of the constituent corporations in the Merger are:
 - a) CIPHERGEN BIOSYSTEMS, INC., a California corporation; and
 - b) CIPHERGEN BIOSYSTEMS, INC., a Delaware corporation.

2. An agreement and plan of reorganization, dated as of June 21, 2000 by and between CIPHERGEN BIOSYSTEMS-CALIFORNIA and CIPHERGEN BIOSYSTEMS-DELAWARE ("Merger Agreement"), setting forth the terms and conditions of such Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is: CIPHERGEN BIOSYSTEMS, INC. ("Surviving Corporation")

4. The Certificate of Incorporation of CIPHERGEN BIOSYSTEMS-DELAWARE, as it exists immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.

5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 490 San Antonio Road, Palo Alto, CA 94306.

6. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of CIPHERGEN BIOSYSTEMS-CALIFORNIA or CIPHERGEN BIOSYSTEMS-DELAWARE.

7. The authorized capital stock of CIPHERGEN Biosystems-California immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware is: 60,000,000 shares of Common Stock, no par value per share and 32,253,644 shares of Preferred Stock no par value per share; 3,054,400 shares of which are designated as "Series A Preferred Stock," 7,265,457 shares of which are designated as "Series B Preferred Stock," 3,013,119 shares of which are designated as "Series C Preferred Stock," 6,920,668 are designated "Series D Preferred Stock," and 12,000,000 shares are designated as "Series E Preferred Stock."

IN WITNESS WHEREOF, CIPHERGEN Biosystems, Inc., a Delaware corporation, has caused this Certificate to be signed by William E. Rich, its authorized officer, on the 20 day of June, 2000.

CIPHERGEN BIOSYSTEMS, INC.

By: William E. Rich
William E. Rich

Title: Chief Executive Officer and President

KAM::C:\NriPortb\NPA\lib2\UMSAM\1432640_1.DOC

RECORDED: 03/13/2002

TRADEMARK
REEL: 002462 FRAME: 0825