

04-18-2002

FORM PTO 1594
(Rev. 6-93)

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OMB No. 0651-0011 (exp. 4/94)

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

1. Name of conveying party(ies):
Proxima Therapeutics, Inc. **4-2-02**

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

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

2. Name and address of receiving party(ies)
Name: Proxima Therapeutics, Inc.
Street Address: 2555 Marconi Drive, Suite 220
City: Alpharetta _____ State: Georgia ZIP: 30005

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 27, 2001

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)

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 2315000, 2505238, 2537009, and 2404508

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Gregory M. Krakau
Internal Address: Dorsey & Whitney LLP

Street Address: Suite 1500, 50 South Sixth Street

City: Minneapolis State: MN ZIP: 55402-1498

6. Total Number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41). \$115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-1420
(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.

Gregory M. Krakau
Name of person Signing

Signature

April 2, 2002
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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 02 FC:482 75.00 00

Mail documents to be recorded with required cover sheet information to:

BOX ASSIGNMENT
 Director - U.S. Patent and Trademark Office
 Washington, D.C. 20231

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Delaware

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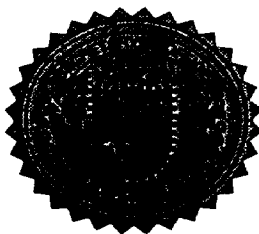
The First State

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 MERGER, WHICH MERGES:

"PROXIMA THERAPEUTICS, INC.", A MINNESOTA CORPORATION, WITH AND INTO "PTI OF DELAWARE, INC." UNDER THE NAME OF "PROXIMA THERAPEUTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001, AT 10:35 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002, AT 12:01 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

AUTHENTICATION: 1528314

DATE: 12-27-01

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**CERTIFICATE OF MERGER
OF
PROXIMA THERAPEUTICS, INC.
(a Minnesota corporation)
AND
PTI OF DELAWARE, INC.
(a Delaware corporation)**

It is hereby certified that:

1. The constituent corporations participating in the merger herein certified are:

(i) PROXIMA THERAPEUTICS, INC., a corporation which is incorporated under the laws of the State of Minnesota; and

(ii) PTI OF DELAWARE, INC., a corporation which is incorporated under the laws of State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of the Minnesota Business Corporation Act and Section 252 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is PTI OF DELAWARE, INC., which will continue its existence as said surviving corporation under the new name "PROXIMA THERAPEUTICS, INC." upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

4. That the Amended and Restated Certificate of Incorporation of the surviving corporation shall be the certificate of incorporation of the surviving corporation effective upon the occurrence of the merger herein certified.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at a place of business of the aforesaid surviving corporation, the address of which is as follows:

PTI of Delaware, Inc.
(to be known as Proxima Therapeutics, Inc.,
effective upon the merger described herein)
2555 Marconi Drive, Suite 220
Alpharetta, GA 30005

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

7. The number of authorized shares of PROXIMA THERAPEUTICS, INC. is 35,000,000 shares, 10,000,000 shares of which are common stock, \$.01 par value per share, and 25,000,000 shares of preferred stock, \$.01 par value per share of which are designated as follows: 800,000 shares are designated Series A Convertible Preferred; 1,668,746 shares are designated Series B Convertible Preferred Stock; 2,468,321 shares are designated Series C Convertible Preferred Stock; 3,750,000 shares are designated Series D Convertible Preferred Stock; and 1,312,933 shares are undesignated preferred stock.

8. The Certificate of Merger and the Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 12:01 a.m. on January 1, 2002.

[signatures on following page]

IN WITNESS WHEREOF, the constituent corporations have caused this Certificate to be
duly executed by their respective duly authorized representatives on December 27th, 2001.

PROXIMA THERAPEUTICS, INC.

By: 

Timothy J. Patrick, President

PTI OF DELAWARE, INC

By: 

Timothy J. Patrick, President