

05-14-2002



102089458

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

1. Name of conveying party(ies): SinusPharmacy, Inc. S-7-02. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, and Other.

2. Name and address of receiving party(ies): Name: SinusPharma, Inc. Address: 1013 Mark Avenue, Carpinteria, CA 93013. Includes checkboxes for citizenship and partnership types.

3. Nature of conveyance: Includes checkboxes for Assignment, Merger, Security Agreement, Change of Name, and Other. Execution Date: 1/31/2002.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/366,853. B. Trademark Registration No.(s). Includes checkbox for additional numbers attached.

6. Total number of applications and registrations involved: 1. Includes checkboxes for Enclosed and Authorized to be charged to deposit account.

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Blakely, Sokoloff, Taylor & Zafman. Address: 12400 Wilshire Boulevard, Seventh Floor, Los Angeles, CA 90025.

7. Total fee (37 CFR 3.41): \$ 40.00. 8. Deposit account number: 02-2666.

9. Signature: Roger W. Blakely, Jr. Signature: [Handwritten Signature] Date: April 23, 2002. Includes stamp: OFFICE OF PUBLIC RECORDS FINANCE SECTION 2002 MAY -7 AM 7:31.

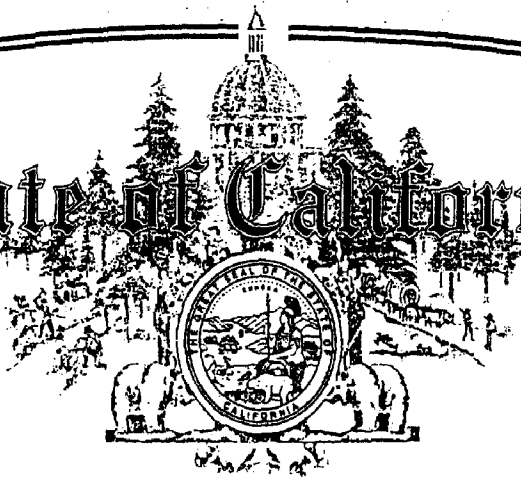
DO NOT USE THIS SPACE

Total number of pages including cover sheet, attachments, and document: 4

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

05/14/2002 LMWELLER 00000016 76366853 01 FC:481 40.00

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 9 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 17 2002



Bill Jones

Secretary of State

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
SINUSPHARMACY INC.
a California Corporation**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB 04 2002

BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of SINUSPHARMACY INC., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

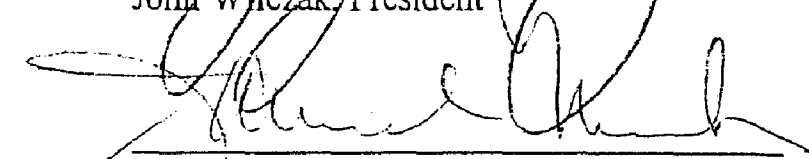
The name of this corporation is SINUSPHARMA, INC. (the "Company").

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: January 31, 2002



John Wiczak, President



James D. Munk, Secretary



S:\Investor File\amend.art.1027.rv1.wpd
1/31/02

RECORDED: 05/07/2002

TRADEMARK
REEL: 2504 FRAME: 0982