

05-14-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

102089236 TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

SinusPharmacy, Inc.

5.7.02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 1/31/2002

2. Name and address of receiving party(ies)

Name: SinusPharma, Inc.

Internal

Address:

Street Address: 1013 Mark Avenue

City: Carpinteria State: CA Zip: 93013

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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

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

A. Trademark Application No.(s) 76/367,023

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Blakely, Sokoloff, Taylor & Zafman

Internal Address:

Street Address:

12400 Wilshire Boulevard, Seventh Floor

City: Los Angeles State: CA Zip: 90025

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

02-2666

DO NOT USE THIS SPACE

9. Signature

05/13/2002 DBYRNE 00000160 76367023

40.00 DP

Roger W. Blakely, Jr.

Name of Person Signing

Signature

April 23, 2002

Date

4

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

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

OFFICE OF PATENT RECORDS 2002 MAY - 7 AM 7:31 FINANCE SECTION

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

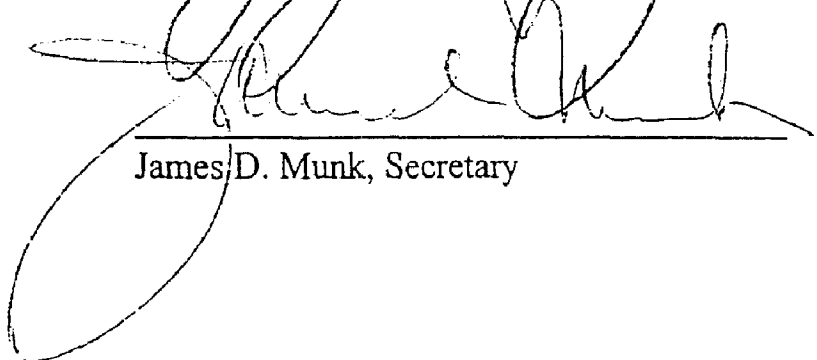
The name of this corporation is SINUSPHARMA, INC. (the "Company").

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 Wilczak, President



James D. Munk, Secretary



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1/31/02

RECORDED: 05/07/2002

TRADEMARK
REEL: 002505 FRAME: 0076