

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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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.

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

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 1/31/2002

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

A. Trademark Application No.(s) 75/924,862

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:

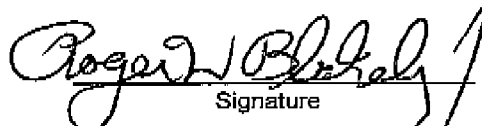
02-2666

DO NOT USE THIS SPACE

9. Signature.

Roger W. Blakely, Jr.

Name of Person Signing



Signature

July 26, 2002

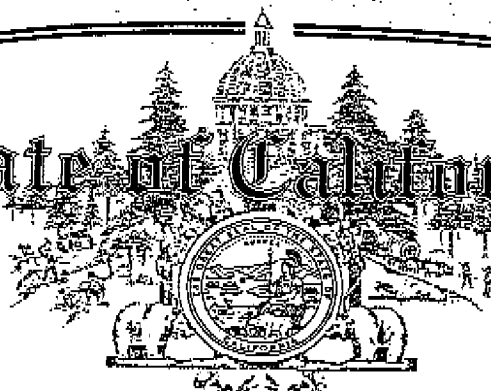
Date

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

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



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").

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

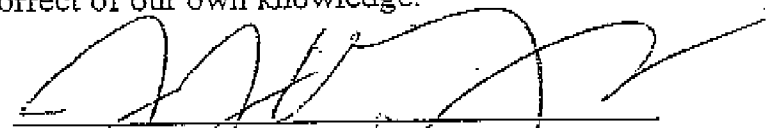
III

A. The Company is authorized to issue two classes of shares to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is Thirty-Five Million (35,000,000) shares, Thirty Million (30,000,000) shares of which shall be Common Stock and Five Million (5,000,000) shares of which shall be Preferred Stock, each having no par value.

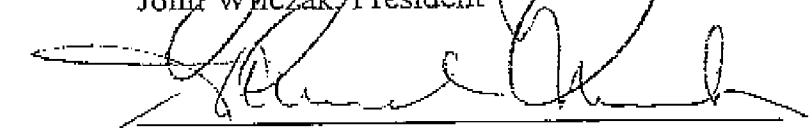
B. The Preferred Stock shall be divided into series. The first series shall consist of One Million Five Hundred Thousand (1,500,000) shares and is designated "Series A Preferred Stock." The second series shall consist of Three Million Five Hundred Thousand (3,500,000) shares and is designated "Series B Preferred Stock." The remaining shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Company is expressly authorized to provide for the issuance of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the General Corporation Law of the State of California.

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

