

11/26/02

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

Tab settings

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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):

MDF Acquisition Corp.

- 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: July 12, 2000

2. Name and address of receiving party(ies)

Name: Bioceutix Inc.

Internal Address: 3rd Floor

Street Address: 425 Bush Street

City: San Francisco State: CA Zip: 94108

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

B. Trademark Registration No.(s) 1, 814, 638

1,733,914

Additional number(s) attached Yes No

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

Name: Michelle MacKenzie

Internal Address: Sheppard Mullin,

Richter & Hampton LLP

Street Address: 4 Embarcadero Center

17th Floor

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501395

DO NOT USE THIS SPACE

9. Signature.

Michelle MacKenzie

Name of Person Signing

Signature

11/25/02

Date

Total number of pages including cover sheet, attachments, and document: 3

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

01 FC:8521 02 FC:8522

40.00 DP 25.00 DP

12/05/2002 LMUELLER 0001554900 Name Number: 1814638 \$13.00 CR

FINANCE SECTION

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TRADEMARK

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MDF ACQUISITION CORP.", CHANGING ITS NAME FROM "MDF ACQUISITION CORP." TO "BIOCEUTIX INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0600193

08-03-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION OF
MDF ACQUISITION CORP.,
a Delaware corporation

MDF Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation law of the State of Delaware (the "DGCL") (hereinafter, the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That pursuant to unanimous written consent of the Board of Directors in accordance with Section 141(f) of the DGCL, the Corporation adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and authorizing the officers of the Corporation to present the proposed amendment to the stockholders of the Corporation for their consideration. The amendment is set forth below:

RESOLVED, that Article I of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"I.

The name of this corporation is BIOCEUTIX INC."

SECOND: That, thereafter, the proposed amendment was approved by the holder of a majority of the outstanding shares of preferred and common stock of the Corporation entitled to vote therein, pursuant to an action by Majority Consent of the Stockholders of the Corporation, in accordance with Sections 228(a) and 242(b) of the DGCL.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by Raymond D. Sphre Jr., its Chief Executive Officer as of this 12th day of July, 2000.



Raymond D. Sphre Jr., Chief Executive Officer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/03/2000
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