

03-24-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

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

1. Name of conveying party(ies): StemSource, Inc.

3-18-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Corporation 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: 11/13/2002

2. Name and address of receiving party(ies)

Name: MacroPore Biosurgery, Inc.

Internal

Address:

Street Address: 6740 Top Gun Street

City: San Diego State: CA Zip: 92121

- 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

OFFICE OF PUBLIC RECORDS 2003 MAR 18 PM 2:33 FINANCE SECTION

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

A. Trademark Application No.(s) 76321292

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: Gabrielle A. Holley, Esq.

Internal Address: Pillsbury Winthrop LLP

Suite 200

Street Address: 11682 El Camino Real

City: San Diego State: CA Zip: 92130

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:

03-3975

DO NOT USE THIS SPACE

9. Signature.

Gabrielle A. Holley Name of Person Signing

Gabrielle A. Holley Signature

3-18-2003 Date

Total number of pages including cover sheet, attachments, and document: 5

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

03/21/2003 EC00PER 00000057 76321292

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TRADEMARK REEL: 002697 FRAME: 0087

Delaware

PAGE 1

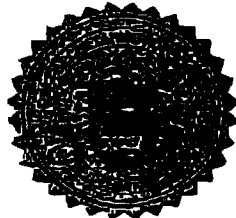
The First State

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 OWNERSHIP, WHICH MERGES:

"STEMSOURCE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MACROPORE BIOSURGERY, INC." UNDER THE NAME OF "MACROPORE BIOSURGERY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2752020 8100M

AUTHENTICATION: 2098392

020711476

DATE TRADEMARK
REEL: 002697 FRAME: 0088

CERTIFICATE OF OWNERSHIP AND MERGER

merging
STEMSOURCE, INC.
(a Delaware corporation)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/19/2002
020711476 - 4752020

into

MACROPORE BIOSURGERY, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, MacroPore Biosurgery, Inc., a Delaware corporation (the "Surviving Corporation"), for the purpose of effecting the merger of StemSource, Inc., a Delaware corporation and a wholly-owned subsidiary of the Surviving Corporation (the "Subsidiary"), with and into the Surviving Corporation (the "Merger"), does hereby certify:

FIRST: That the Surviving Corporation was incorporated and duly organized under the laws of the State of Delaware.

SECOND: That the Surviving Corporation owns all of the outstanding shares of each class of the capital stock of the Subsidiary.

THIRD: That the Board of Directors of the Surviving Corporation by action effective **October 28, 2002**, approved the Merger and the filing of this Certificate of Ownership and Merger by adopting the following recitals and resolutions:

Whereas, the Board of Directors of MacroPore Biosurgery, Inc., a Delaware Corporation (the "Corporation") has determined that it is in the best interest of the Corporation to acquire StemSource, Inc. in accordance with the terms of the Agreement and Plan of Reorganization dated October 9, 2002.

Now, therefore, be it:

RESOLVED, that the execution and delivery of the Agreement and Plan of Reorganization dated October 9, 2002, is ratified, confirmed and approved.

RESOLVED FURTHER, that the officers of the Company are authorized to, on behalf of the Company, negotiate, execute, deliver and perform all other agreements and related documents to effectuate the terms and conditions contemplated by the Agreement and Plan of Reorganization, and that any and all actions heretofore taken by the officers of the Company to enable the acquisition of StemSource are hereby ratified, confirmed and in all respects approved.

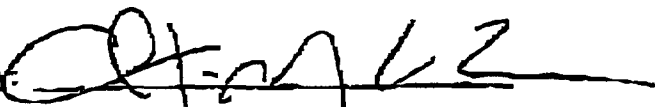
RESOLVED, that the Authorized Officers of the Company are, and any of them, be, and they hereby are, authorized and on behalf of the Company and in its name to take all such further action and to negotiate, prepare, execute, deliver and cause the performance of all such further documents and to effect all such further filings as they, or any of them, deem necessary or appropriate to effectuate the foregoing resolutions; and

FOURTH: That Surviving Corporation merges Subsidiary, its wholly-owned subsidiary corporation, into itself and assumes all of Subsidiary's obligations pursuant to Section 253 of the General Corporation Law of the State of Delaware.

[Signature page to follow]

IN WITNESS WHEREOF, MacroPore Biosurgery, Inc. has caused this Certificate of Ownership and Merger to be signed by Christopher J. Calhoun, President and Chief Executive Officer, this 13th day of November, 2002.

MACROPORE BIOSURGERY, INC.

By: 

Name: Christopher J. Calhoun

Title: President and Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]

TRADEMARK