

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Locus Discovery, Inc.		12/18/2002	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA	
Name:	Locus Pharmaceuticals, Inc.
Street Address:	Four Valley Square 512 Township Line Road
City:	Blue Bell
State/Country:	PENNSYLVANIA
Postal Code:	19422
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76476566	LOCUS PHARMACEUTICALS

CORRESPONDENCE DATA	
Fax Number:	(202)739-3001
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(202)739-5816
Email:	trademarks@morganlewis.com
Correspondent Name:	Maria D. Castner
Address Line 1:	1111 Pennsylvania Avenue, NW
Address Line 2:	ATTN: TMSU
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Maria D. Castner
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CH \$40.00 76476566

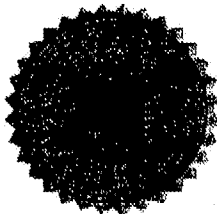
Delaware

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 AMENDMENT OF "LOCUS DISCOVERY, INC.", CHANGING ITS NAME FROM "LOCUS DISCOVERY, INC." TO "LOCUS PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2932482 8100

AUTHENTICATION: 2167143

020791012

DATE: 12-23-02

TRADEMARK
REEL: 002854 FRAME: 0304

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LOCUS DISCOVERY, INC.**

Under Sections 228 and 242 of the General Corporation Law

Locus Discovery, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held on July 24, 2002, adopted a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of said corporation:

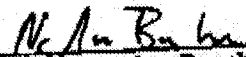
RESOLVED, that subject to stockholder approval, Article First of the Amended and Restated Certificate of Incorporation (the "Charter") of the Company be amended to read as follows:

"FIRST: The name of the corporation is Locus Pharmaceuticals, Inc. (the "Corporation")."

SECOND: That in lieu of a meeting, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the GCL and written notice of the adoption of the amendment has been given as provided in Section 228 of the GCL to every stockholder entitled to such notice.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the GCL.

IN WITNESS WHEREOF, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation has been duly executed by the undersigned this 18th day of December, 2002.


Name: Nancy Jean Barnabei
Title: VP Finance and CFO

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
LED 05:00 PM 12/20/2002
020791612 - 2932482