

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	MERGER
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Atherotech, Inc.		12/18/2003	CORPORATION: CALIFORNIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Atherotech Delaware, Inc.
<b>Street Address:</b>	201 London Parkway
<b>Internal Address:</b>	#400
<b>City:</b>	Birmingham
<b>State/Country:</b>	ALABAMA
<b>Postal Code:</b>	35211
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2758837	VAP

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(206)839-4801
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(206) 839-4848
<b>Email:</b>	cbashir@graycary.com
<b>Correspondent Name:</b>	Thomas J. Hoffmann
<b>Address Line 1:</b>	701 Fifth Avenue, Suite 7000
<b>Address Line 4:</b>	Seattle, WASHINGTON 98104-7044

<b>ATTORNEY DOCKET NUMBER:</b>	2101301-104
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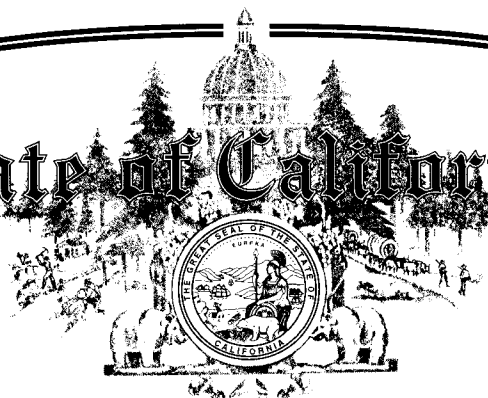
<b>NAME OF SUBMITTER:</b>	Carol Anne Bashir
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**Total Attachments: 4**  
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OP \$40.00 2758837



# State of California



## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

JAN 24 2004



*Kevin Shelley*  
Secretary of State

# Delaware

*The First State*

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

JAN 14 2004

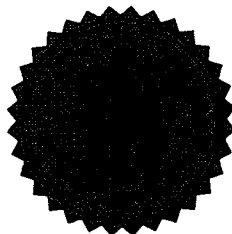
**KEVIN SHELLEY**  
Secretary of State

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 MERGER, WHICH MERGES:

"ATHEROTECH, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "ATHEROTECH DELAWARE, INC." UNDER THE NAME OF "ATHEROTECH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 2004, AT 11:49 O'CLOCK A.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

3697857 8100M

AUTHENTICATION: 2861089

040016750

DATE: 01-09-04

**TRADEMARK**  
REEL: 002894 FRAME: 0863

CERTIFICATE OF MERGER

OF

**ATHEROTECH, INC.**  
(a California corporation)

INTO

**ATHEROTECH DELAWARE, INC.**  
(a Delaware corporation)

The undersigned corporation, a Delaware corporation, does hereby certify:

**First:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
<b>Atherotech, Inc.</b>	California
<b>Atherotech Delaware, Inc.</b>	Delaware

**Second:** That an Agreement and Plan of Merger dated as of December 18, 2003, by and between Atherotech, Inc., a California corporation, and Atherotech Delaware, Inc., a Delaware corporation (the "*Merger Agreement*"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

**Third:** That the name of the corporation surviving the merger is Atherotech Delaware, Inc. (the "*Surviving Corporation*"); provided, that as permitted by Section 251(e) of the Delaware General Corporation Law, the name of the Surviving Corporation shall be "Atherotech, Inc." The Surviving Corporation is a corporation of the State of Delaware.

**Fourth:** The Certificate of Incorporation of the Surviving Corporation shall continue to be its Certificate of Incorporation.

**Fifth:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 201 London Parkway #400, Birmingham, Alabama 35211.

**Sixth:** That a copy of the Agreement and Plan of Merger will be furnished by Surviving Corporation upon request and without charge to any stockholder of any constituent corporation.

**Seventh:** The authorized capital stock of Atherotech, Inc., a California corporation, as of the date of this Certificate of Merger is 35,000,000 shares of Common Stock, and 15,000,000 shares of Preferred Stock.

**Eighth:** This Certificate of Merger shall be effective immediately upon filing.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer this 18<sup>th</sup> day of DECEMBER, 2003.

**ATHEROTECH DELAWARE, INC.**  
a Delaware corporation

By: *Roseanne Varner*  
Roseanne Varner  
Its President and CEO

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2101301-900000

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RECORDED: 07/19/2004

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