

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
FHG Pharmaceuticals, Inc.		06/07/2004	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	BrainCells Inc.
<b>Street Address:</b>	10835 Altman Row
<b>City:</b>	San Diego
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92121
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Serial Number:	78395089	BRAINCELLS

<b>CORRESPONDENCE DATA</b>	
Fax Number:	(858)550-6420
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(858) 550-6000
Email:	trademarks@cooley.com
Correspondent Name:	Kent M. Walker, Esq./Cooley Godward LLP
Address Line 1:	4401 Eastgate Mall
Address Line 4:	San Diego, CALIFORNIA 92121-1909

<b>NAME OF SUBMITTER:</b>	Kent M. Walker, Esq.
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<b>Total Attachments: 2</b>
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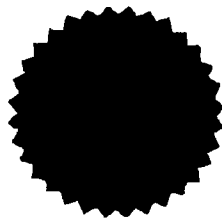
# Delaware

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 "FHG PHARMACEUTICALS, INC.", CHANGING ITS NAME FROM "FHG PHARMACEUTICALS, INC." TO "BRAINCELLS INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JUNE, A.D. 2004, AT 12:43 O'CLOCK P.M.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3177244

DATE: 06-17-04

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
FHG PHARMACEUTICALS, INC.**

**FHG PHARMACEUTICALS, INC.**, a Delaware corporation (the "Corporation"), does hereby certify that:

**FIRST:** The name of the Corporation is **FHG Pharmaceuticals, Inc.**

**SECOND:** The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is December 3, 2003.

**THIRD:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Amended and Restated Certificate of Incorporation as follows:

Article I of the Company's Amended and Restated Certificate of Incorporation shall be amended and restated to read in its entirety as follows:

"The name of the corporation is **BrainCells Inc.**"

**FOURTH:** Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, **FHG Pharmaceuticals, Inc.** has caused this Certificate of Amendment to be signed by its Chairman of the Board this 7<sup>th</sup> day of June, 2004.

**FHG PHARMACEUTICALS, INC.**

By: /s/ Harry F. Hixson, Jr.  
Harry F. Hixson, Jr.  
Chairman of the Board

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State of Delaware  
Secretary of State  
Division of Corporations  
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