

6-30-04

07-07-2004

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings



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

102785035

To the Honorable Commissioner of Patents and Trademarks, for the attached original documents or copy thereof.

1. Name of conveying party(ies):

Halfbrain.com, Inc.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of California
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Alphablox Corporation
Internal
Address: _____
Street Address: 516 Clyde Avenue
City: Mountain View State: California Zip: 94043
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 18, 2004

Corporation-State of 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.

B. Trademark Registration No.

2,481,708

Additional number(s) attached Yes No

6. Total number of applications and registrations involved:

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

Name: Linda G. Henry, Esq.

Street Address: Fenwick & West LLP
Silicon Valley Center
801 California Street

City: Mountain View State: CA Zip: 94041

7. Total fee (37 CFR 3.41)..... \$40.00
 Enclosed
 Authorized to be charged to deposit account, if necessary


8. Deposit account number:

52-0261

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Linda G. Henry
Name of Person Signing  Signature June 29, 2004 Date

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

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

07/06/2004 MGETACHE 00000003 2481708

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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 OWNERSHIP, WHICH MERGES:

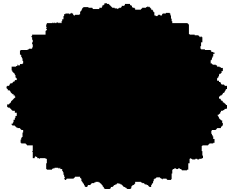
"HALFERAIN.COM, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "ALPHABLOX CORPORATION" UNDER THE NAME OF "ALPHABLOX CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JUNE, A.D. 2004, AT 4:57 O'CLOCK P.M.

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

2623116 8100M

040456984



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3187216

DATE: 06-22-04

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TO-Fenwick & West

PAGE 002

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State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:04 PM 06/21/2004
 FILED 04:57 PM 06/21/2004
 SRV 040456984 - 2623116 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 HALFBRAIN.COM, INC.
 (a California Corporation)
 INTO
 ALPHABLOX CORPORATION
 (a Delaware Corporation)**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

Joseph Guglielmi hereby certifies that:

1. He is the President and Chief Executive Officer of AlphaBlox Corporation, a Delaware corporation (the "Company").
2. The Company owns all of the outstanding shares of the capital stock of HalfBrain.com, Inc., a corporation incorporated under the laws of California ("HalfBrain").
3. The Board of Directors of the Company duly approved and adopted the following resolutions at a meeting of the Board of Directors held on April 15, 2004:

WHEREAS, the Company owns one hundred percent (100%) of the issued and outstanding shares of the capital stock of HalfBrain.com, Inc., a California corporation ("HalfBrain") and the Company's Board of Directors has determined it to be in the best interests of the Company to merge HalfBrain with and into the Company in a statutory short form merger (the "HalfBrain Merger") pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, with the Company to be the surviving corporation of such HalfBrain Merger;

NOW, THEREFORE, BE IT RESOLVED, that the HalfBrain Merger is hereby approved, and that, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, the Company shall merge HalfBrain with and into the Company, with the Company being the surviving corporation of such HalfBrain Merger, and upon the effectiveness of such HalfBrain Merger the Company will acquire all the assets and properties and assume all of the liabilities and obligations of HalfBrain; and

RESOLVED, FURTHER, that, in order to carry out the HalfBrain Merger, the appropriate officers of the Company are hereby authorized and directed, on behalf of the Company, to cause the Company to execute, deliver and file a Certificate of Ownership and Merger with the Delaware Secretary of State and a Certificate of Ownership with the California Secretary of State, and to execute, deliver and file such additional documents (including but not limited to assumptions of franchise or other tax liability of HalfBrain) or perform such other acts as are determined to be necessary or appropriate to carry out the merger of HalfBrain into the Company as described above; and

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RESOLVED, FURTHER, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized President and Chief Executive Officer this 18th day of June, 2004.

ALPHABLOX CORPORATION,
a Delaware corporation

By: /s/ JOSEPH GUGLIELMI
Joseph Guglielmi,
President and Chief Executive Officer

[Signature Page to Delaware Certificate of Ownership and Merger
of HalfBrain.com, Inc. with and into AlphaBlox Corporation]

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PAGE 004

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