

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/07/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ESA, INC.		10/07/2004	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	ESA BIOSCIENCES, INC.
Street Address:	22 Alpha Road
City:	Chelmsford
State/Country:	MASSACHUSETTS
Postal Code:	01824
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	1105011	ESA
Registration Number:	1072470	METEXCHANGE
Registration Number:	1220458	ESA
Registration Number:	1249737	COULOCHEM
Registration Number:	1461528	CAT-A-PHASE
Registration Number:	1975446	COULARRAY
Registration Number:	2556856	OXSCAN
Registration Number:	2875663	CHROMACHEM
Serial Number:	78340396	METABOLOMICS
Serial Number:	78340399	METABONOMICS
Serial Number:	78443230	CORONA
Serial Number:	78443233	CAD

OP \$315.00 1105011

CORRESPONDENCE DATA

Fax Number: (520)882-7643

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 520-882-7623

Email: smckniff@hayes-soloway.com

Correspondent Name: Norman P. Soloway

Address Line 1: 130 W. Cushing Street

Address Line 4: Tucson, ARIZONA 85701

NAME OF SUBMITTER:	Norman P. oloway
Signature:	/norman p. soloway/
Date:	01/20/2005

Total Attachments: 3
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AGREEMENT AND PLAN OF MERGER
OF
ESA, INC.
(a Massachusetts corporation)
WITH AND INTO
ESA BIOSCIENCES, INC.
(a Delaware corporation)

PLAN OF MERGER adopted by ESA, Inc., a business corporation organized under the laws of the Commonwealth of Massachusetts ("ESA"), by unanimous consent action of its stockholders and directors dated October 7, 2004 and adopted by ESA Biosciences, Inc., a business corporation organized under the laws of the State of Delaware, ("ESA Biosciences") by unanimous consent action of its directors dated October 7, 2004.

FIRST: ESA and ESA Biosciences shall, pursuant to the provisions of the General Corporation Law of the Commonwealth of Massachusetts and the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, ESA Biosciences, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provision of the General Corporation Law of the State of Delaware. The separate existence of ESA, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the General Corporation Law of the Commonwealth of Massachusetts.

SECOND: The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the State of Delaware shall be the Certificate of Incorporation of said surviving corporation; and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

THIRD: The By-Laws of the surviving corporation at the effective time and date of the merger in the State of Delaware will be the by-Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The directors and the officers of the surviving corporation in office at the effective time and date of the merger in the State of Delaware shall be the members of the first Board of Directors and first officers of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of their

PLAN OF MERGER

respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

FIFTH: Each one (1) share of Series A Convertible Preferred Stock, \$0.01 par value, of the non-surviving corporation at the effective time and date of the merger shall convert into one ten-thousandth (1/10,000) of one (1) share of Common Stock, \$0.01 par value, of the surviving corporation.

SIXTH: This Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the Commonwealth of Massachusetts, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the General Corporation Law of the Commonwealth of Massachusetts.

SEVENTH: Immediately prior to the merger, the total authorized capital stock of ESA consists of Thirteen Million, Seven Hundred and Ninety Eight Thousand and Five Hundred (13,798,500) shares of Common Stock, \$0.01 par value per share and Eleven Million, Seven Hundred and Twenty Eight Thousand and Seven Hundred (11,728,700) shares of Series A Convertible Preferred Stock, \$0.01 par value per share, and the total authorized capital stock of ESA Biosciences consists of Three Thousand (3,000) shares of Common Stock, \$0.01 par value per share. Immediately after the effective time and date of the merger, the total authorized capital stock of ESA Biosciences will consist of Three Thousand (3,000) shares of Common Stock, \$0.01 par value per share.

EIGHTH: In the event that this Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the General Corporation Law of the Commonwealth of Massachusetts, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the General Corporation Law of the State of Delaware, said shareholders and directors hereby stipulate that they will cause to be executed and filed and/or recorded any documents or documents prescribed by the laws of the Commonwealth of Massachusetts and the State of Delaware, including, without limitation, a Certificate of Merger in the State of Delaware and Articles of Merger in the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

NINTH: The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

PLAN OF MERGER

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the date first written above by their officers thereunto duly authorized.

ESA, INC.
(a Massachusetts corporation)


Walter DiGiusto, President

ESA BIOSCIENCES, INC.
(a Delaware corporation)


Walter DiGiusto, President