

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zetera Corporation		04/01/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Zetera Corporation
Street Address:	16842 Von Karman Avenue, Suite 100
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92606
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78562134	Z
Serial Number:	78246397	ZETERA
Serial Number:	78572384	ZETERA
Serial Number:	78255903	USAN
Serial Number:	78255894	USAN
Serial Number:	76569370	µSAN

CORRESPONDENCE DATA

Fax Number: (714)546-9035
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 714-641-5100
 Email: sbarricella@rutan.com
 Correspondent Name: Susan Barricella
 Address Line 1: 611 Anton Boulevard
 Address Line 4: Costa Mesa, CALIFORNIA 92626

CH \$165.00 78562134

TRADEMARK

REEL: 003064 FRAME: 0649

NAME OF SUBMITTER:	Susan J. Barricella
Signature:	/Susan J. Barricella/
Date:	04/12/2005
Total Attachments: 4 source=SCAN7443_0001#page1.tif source=SCAN7443_0001#page2.tif source=SCAN7443_0001#page3.tif source=SCAN7443_0001#page4.tif	

Delaware

PAGE 1

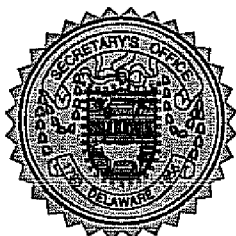
The First State

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:

"ZETERA CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "ZETERA CORPORATION" UNDER THE NAME OF "ZETERA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2005, AT 3:04 O'CLOCK P.M.

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



3945295 8100M

050266747

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3785831

DATE: 04-04-05

TRADEMARK
REEL: 003064 FRAME: 0651

CERTIFICATE OF OWNERSHIP AND MERGER

of

ZETERA CORPORATION
(a California corporation)

into

ZETERA CORPORATION
(a Delaware corporation)

It is hereby certified that:

1. ZETERA CORPORATION (hereinafter called the "corporation") is a corporation of the State of California the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The corporation, as the owner of all of the outstanding shares of the stock of ZETERA CORPORATION, hereby merges itself into ZETERA CORPORATION, a corporation of the State of Delaware.

3. The following is a copy of the resolutions adopted on the 31st day of March, 2005, by the Board of Directors of the corporation to merge the corporation into ZETERA CORPORATION:

RESOLVED that this corporation be reincorporated in the State of Delaware by merging itself into ZETERA CORPORATION pursuant to the laws of the State of California and the State of Delaware as hereinafter provided, so that the separate existence of this corporation shall cease as soon as the merger shall become effective, and thereupon this corporation and ZETERA CORPORATION will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this corporation shall become vested in and be held by ZETERA CORPORATION as fully and entirely and without change or diminution as the same were before held and enjoyed by this corporation, and ZETERA CORPORATION shall assume all of the obligations of this corporation.

(b) Each share of common stock, without par value, of this

corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock, \$0.001 par value, of ZETERA CORPORATION, and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of this corporation shall automatically be and become holders of shares of ZETERA CORPORATION upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of this corporation may surrender the same to ZETERA CORPORATION at its office in Irvine, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of ZETERA CORPORATION. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of this corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of ZETERA CORPORATION.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of ZETERA CORPORATION shall be the Certificate of Incorporation and the By-Laws of ZETERA CORPORATION as in effect immediately prior to such effective time 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 Delaware General Corporation Law.

(e) The members of the Board of Directors and officers of ZETERA CORPORATION shall be the members of the Board of Directors and the corresponding officers of ZETERA CORPORATION immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of this corporation and of ZETERA CORPORATION shall be entered on the books of ZETERA CORPORATION at the amounts at which they shall be carried at such time on the respective books of this corporation and of ZETERA CORPORATION, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of ZETERA CORPORATION, in accordance with generally accepted accounting principles, the capital

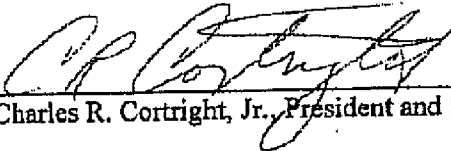
and surplus of ZETERA CORPORATION shall be equal to the capital and surplus of this corporation and of ZETERA CORPORATION.

RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of this corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into ZETERA CORPORATION and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of California and Delaware in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by ZETERA CORPORATION in accordance with the laws under which it is organized.

Executed on this 1st day April, 2005.

ZETERA CORPORATION, a California corporation

By: 
Charles R. Cortright, Jr., President and Secretary