

01-06-2005

Docket No.:

D9

TRADEMARKS /



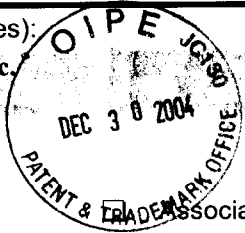
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documents or copy thereof.

To the Director of the United States Patent and Trademark Office

1. Name of conveying party(ies):

Novitron International, Inc.



- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies)  Yes  No

2. Name and address of receiving party(ies):

Name: Clinical Data, Inc.

Internal Address: \_\_\_\_\_

Street Address: One Gateway Ctr., Suite 411

City: Newton State: MA ZIP: 02458

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 09/30/2003

4. Application number(s) or registration numbers(s):

A. Trademark / Service Mark Application No.(s)

B. Trademark / Service Mark Registration No.(s)

1,312,706  
2,261,609  
2,786,673

Additional numbers  Yes  No

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

Name: Kenneth J. LuKacher

Internal Address: \_\_\_\_\_

Street Address: 3136 Winton Road South, Suite 204

City: Rochester State: NY ZIP: 14623

6. Total number of applications and registrations involved:..... 3

7. Total fee (37 CFR 3.41):.....\$ 120.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1101

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 true copy of the original document.

Kenneth J. LuKacher, Reg. No. 38,539

Name of Person Signing

Signature

December 28, 2004

Date

01/06/2005 DBYRNE 00000027 1312706 Total number of pages including cover sheet, attachments, and 4

01 FC:8521  
02 FC:8522

Mail documents to be recorded with required cover sheet information to:  
50.00 OP  
Mail Stop Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450

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01/06/2005 DBYRNE  
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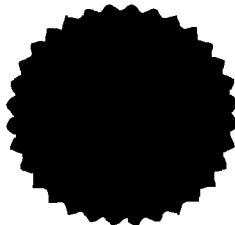
# Delaware

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 "NOVITRON INTERNATIONAL, INC.", CHANGING ITS NAME FROM "NOVITRON INTERNATIONAL, INC." TO "CLINICAL DATA, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2003, AT 11:01 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

0804419 8100

AUTHENTICATION: 2666156

030632006

DATE: 10-01-03

P. 003/005

CLINICAL DATA AUG. - 12' 04 (THU) 15:22

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**CERTIFICATE OF AMENDMENT  
Of  
CERTIFICATE OF INCORPORATION  
Of  
NOVITRON INTERNATIONAL, INC.**

NOVITRON INTERNATIONAL, INC., a corporation duly organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

I. That the Board of Directors of the Corporation, by the unanimous consent of its members taken at a meeting of the Board duly held on April 28, 2003, adopted the following resolutions in order to amend the Corporation's Certificate of Incorporation:

**RESOLVED:** That, subject to approval by the stockholders of the Corporation, the Certificate of Incorporation of the Corporation be amended to (1) change the name of the Corporation to Clinical Data, Inc., (2) increase the total number of shares of Common Stock, \$.01 par value per share that the Corporation is authorized to issue to 12,000,000, and (3) increase the total number of shares of Preferred Stock, \$.01 par value per share that the Corporation is authorized to issue to 1,500,000; and further

**RESOLVED:** That the appropriate officers of the Corporation be, and they hereby are, and each of them acting singly is, authorized for and on behalf of the Corporation, upon approval by the stockholders of the Corporation, to execute and file with the Secretary of State of the State of Delaware a Certificate of Amendment (the "Certificate of Amendment") effecting the foregoing amendments by amending and restating in their entirety Article FIRST and the first paragraph of Article FOURTH of the Corporation's Certificate of Incorporation as follows:

"FIRST: The name of this Corporation is Clinical Data, Inc."

and

"FOURTH: The total number of shares of capital Stock of all classes which the corporation shall have authority to issue is 13,500,000 shares, consisting of 12,000,000 shares of Common Stock, \$.01 par value per share, and 1,500,000 shares of Preferred Stock, \$.01 par value per share."

and that said officers be, and they hereby are, and each of them acting singly is, further authorized for and on behalf of the Corporation to take whatever action and to execute and deliver whatever documents they deem necessary or appropriate in connection therewith; and further

**RESOLVED:** That the Board of Directors finds the Certificate of Amendment to be in the best interests of the Corporation and its stockholders and recommends approval and adoption by the stockholders of the Certificate of Incorporation and hereby directs that a proposal for the approval and adoption of the Certificate of Amendment be submitted to a vote of the stockholders.

2. That at the Special Meeting in Lieu of Annual Meeting of Stockholders of the Corporation held on September 25, 2003, the holders of the requisite majority of shares of the issued and outstanding Common Stock of the Corporation entitled to vote thereon voted in favor of the Certificate of Amendment.

3. That the Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. That the capital of the Corporation will not be reduced under or by reason of the Certificate of Amendment.

IN WITNESS WHEREOF, NOVITRON INTERNATIONAL, INC. has caused this Certificate of Amendment to be executed by Israel M. Stein, its President, and attested by Caesar J. Belbel, its Secretary, as of this 30<sup>th</sup> day of September, 2003.

NOVITRON INTERNATIONAL, INC.

By:   
Name: Israel M. Stein  
Title: President

ATTEST:

  
Caesar J. Belbel, Secretary