

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/13/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Ophthonix, Inc.		08/13/2002	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Ophthonix, Inc.
Street Address:	10455 Pacific Center Court
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2995471	OPHTHONIX
Registration Number:	2925566	OPHTHONIX
Serial Number:	76218640	OPHTHONIX

**CORRESPONDENCE DATA**

Fax Number: (415)268-7522  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 4152686538  
 Email: rlal@mofo.com  
 Correspondent Name: Jennifer Lee Taylor  
 Address Line 1: Morrison & Foerster LLP, 425 Market St.  
 Address Line 4: San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER:	57847-60001.000
NAME OF SUBMITTER:	Jennifer Lee Taylor

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Signature:

/Jennifer Lee Taylor/

Date:

06/06/2006

Total Attachments: 2

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**CERTIFICATE OF MERGER OF  
OPHTHONIX, INC.  
INTO OPTHONIX, INC.**


(Filed pursuant to Section 252 of the Delaware General Corporation Law)

The undersigned corporations do hereby certify that:


1. The name and state of incorporation of each of the constituent corporations are Ophthonix, Inc, a Delaware corporation ("*Ophthonix-Delaware*"), and Ophthonix, Inc., a California corporation ("*Ophthonix-California*").
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, in accordance with the provisions of Section 252(b) of the Delaware General Corporation Law.
3. The name of the corporation surviving the merger is Ophthonix, Inc., a Delaware corporation.
4. In connection with the merger of Ophthonix-California into Ophthonix-Delaware, the Certificate of Incorporation of Ophthonix-Delaware shall remain unchanged.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is Ophthonix, Inc., 10455 Pacific Center Court, San Diego, California 92121, Attention: Chief Executive Officer.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or shareholder of any constituent corporation.
7. The authorized capital stock of Ophthonix, Inc., a California corporation is ten million eight hundred fifteen thousand (10,815,000) shares of Common Stock, with no par value; and five million nine hundred sixty-five thousand (5,965,000) shares of Preferred Stock, with no par value, all of which shares are designated Series A Preferred Stock.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 13<sup>th</sup> day of August, 2002.

**OPHTHONIX, INC.,  
A CALIFORNIA CORPORATION**

By:   
Andreas W. Dreher, Chief Executive Officer

**ATTEST:**

By:   
Andreas W. Dreher, Secretary

**OPHTHONIX, INC.,  
A DELAWARE CORPORATION**

By:   
Andreas W. Dreher, President

**ATTEST:**

By:   
Andreas W. Dreher, Secretary

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