

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Beyond Genomics, Inc.		10/28/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BG Medicine, Inc.
Street Address:	610 Lincoln Street North
City:	Waltham
State/Country:	MASSACHUSETTS
Postal Code:	02451
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2737705	BEYOND GENOMICS
Registration Number:	2722036	BEYOND GENOMICS
Registration Number:	2719785	BG
Registration Number:	2743152	BG
Registration Number:	2722037	BG BEYOND GENOMICS
Registration Number:	2722034	BG BEYOND GENOMICS
Registration Number:	2725092	DIGITAL BIOLOGY
Registration Number:	2737721	DIGITAL BIOLOGY

CORRESPONDENCE DATA

Fax Number: (212)983-3115
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212 935 3000
 Email: cbaker@mintz.com
 Correspondent Name: Christine M. Baker
 Address Line 1: 666 Third Avenue

CH \$215.00 2737705

Address Line 2: Mintz Levin Cohn Ferris Glovsky & Popeo
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	28628-401
NAME OF SUBMITTER:	Christine M. Baker, Esq.
Signature:	/cmbaker/
Date:	04/13/2007

Total Attachments: 3
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**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BEYOND GENOMICS, INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Beyond Genomics, Inc., a Delaware corporation, hereby certifies as follows:

1. The name of the corporation is Beyond Genomics, Inc. (the "Corporation"). The date of filing of the Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was February 9, 2000 under the name Health Assurance, Inc.
2. The Certificate of Incorporation of the Corporation filed on February 9, 2000, was amended on February 17, 2000 to change its name to Newcogen-LS Two, Inc. and thereafter a Certificate of Amendment was filed on March 1, 2000 to change its name to Beyond Genomics, Inc. On January 31, 2002 a Restated Certificate of Incorporation was filed and on February 7, 2002 a Certificate of Amendment was filed. The Restated Certificate of Incorporation, as amended, is hereby further amended, among other provisions, to change the name of the Corporation to BG Medicine, Inc. and to amend Article Fourth by substituting in lieu of said Article Fourth a new Article Fourth as set forth in the Restated Certificate of Incorporation set forth below.
3. This Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the Restated Certificate of Incorporation of said Corporation, as amended, and has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.
4. Pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, the holders of outstanding shares of the Corporation having no less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted, consented to the adoption of the aforesaid amendments without a meeting, without a vote and without prior notice and that written notice of the taking of such actions has been given in accordance with Section 228(e) of the General Corporation Law of the State of Delaware.
5. The text of the Restated Certificate of Incorporation, as amended, is hereby amended and restated to read in full as follows:

*State of Delaware
Secretary of State
Division of Corporations
Delivered 06:15 PM 10/28/2004
FILED 06:06 PM 10/28/2004
SRV 040780948 - 3174015 FILE*

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RESTATED CERTIFICATE OF INCORPORATION**OF****BG MEDICINE, INC.****ARTICLE I**

The name of corporation is **BG Medicine, Inc.** (The "Corporation")

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware is Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is 54,453,560 shares, consisting of:


- (i) 36,476,780 shares of Common Stock, \$0.001 par value per share (the "Common Stock"); and
- (ii) 17,976,780 shares of Preferred Stock, \$0.001 par value per share (the "Preferred Stock"), 11,600,780 shares of which shall be designated "Series A Preferred Stock", 2,000,000 shares of which shall be designated "Series AE-2 Preferred Stock", 2,000,000 shares of which shall be designated "Series AE-3 Preferred Stock", and 2,376,000 shares of which shall be designated "Series B Convertible Preferred Stock." As used herein, the term "Preferred Stock" used without reference to the Series A Preferred Stock, the Series AE-2 Preferred Stock, the Series AE-3 Preferred Stock and the Series B Convertible Preferred Stock means the Series A Preferred Stock, the Series AE-2 Preferred Stock, the Series AE-3 Preferred Stock and the Series B Convertible Preferred Stock, share for share alike and without distinction as to series, except as otherwise expressly provided or as the context otherwise requires by virtue of the applicable Conversion Value for each series of Preferred Stock.

A description of the respective classes of stock and a statement of the designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and

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IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation, which restates, integrates and amends the provisions of the Restated Certificate of Incorporation of the Corporation, as amended, to be signed this 22nd day of October, 2004.



Muzammil Mansuri
President

TRA 1953141v5