

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/09/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Talyst Inc.		10/09/2007	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Talyst Inc.
Street Address:	13555 Southeast 36th Street
Internal Address:	Suite 150
City:	Bellevue
State/Country:	WASHINGTON
Postal Code:	98006
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	77092062	AUTOCOOL
Serial Number:	77026274	AUTOLABEL
Serial Number:	78951407	AUTOSPLIT
Serial Number:	78210507	BARCODE TO DOSE
Serial Number:	78744499	ENGINEERING THE INTELLIGENT PHARMACY
Serial Number:	78215583	INNOVATION WITH AUTOMATION
Serial Number:	78656144	INTELLIGENT PHARMACY
Serial Number:	78760414	TALYST
Serial Number:	78978619	TALYST
Serial Number:	78760451	TALYST
Serial Number:	78978617	TALYST

CORRESPONDENCE DATA

900109905

**TRADEMARK
 REEL: 003803 FRAME: 0644**

CH \$290.00 77092062

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Address Line 4: Seattle, WASHINGTON 98104

ATTORNEY DOCKET NUMBER:	890070.001
NAME OF SUBMITTER:	William O. Ferron, Jr.
Signature:	/William O. Ferron, Jr./
Date:	06/25/2008

Total Attachments: 4
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CERTIFICATE OF OWNERSHIP AND MERGER

OF

**TALYST INC.
A DELAWARE CORPORATION**

BY

**TALYST INC.
A WASHINGTON CORPORATION**

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware and
Effective as of October 9, 2007

TALYST INC., a corporation organized and existing under the laws of The State of Washington (the "Company"), DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Washington Business Corporation Act (the "WBCA"), on the 29th day of April, 2002.

SECOND: That it owns all of the outstanding shares of the capital stock of Talyst Inc., a Delaware corporation ("Talyst Delaware"), which was organized pursuant to the provisions of the General Corporation Law of Delaware (the "DGCL") on the 2nd day of May, 2007.

THIRD: That its Board of Directors unanimously approved a resolution dated the 2nd day of May, 2007 proposing to merge the Company into Talyst Delaware and did adopt the following resolutions:

WHEREAS, the Company is considering entering into an Agreement and Plan of Merger by and between the Company and Talyst Delaware (the "Plan"), pursuant to which the Company agrees to merge with and into Talyst Delaware (the "Merger") with Talyst Delaware to be the Surviving Corporation in the Merger, and

to enter into and perform such agreements and undertakings as are set forth in the Plan, and

WHEREAS, the Board has reviewed the Plan attached hereto as Exhibit A and considers it in the best interest of the Company to enter into such Plan and to effect the Merger,

RESOLVED, that the Board hereby (a) approves the Plan submitted to this Board and the Merger and (b) authorizes the Company to join in, be bound by and perform its obligations under the Plan,

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered to negotiate, execute and deliver the Plan and any other documents, instruments or agreements related to such Plan or such Merger in such forms as they deem appropriate, the authorization and approval by the Company of such forms to be evidenced conclusively by such execution and delivery,

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to do or cause to be done any and all such acts and things and to make, execute, acknowledge or verify, deliver and record or file, any and all such certificates, notices, statements, consents, instruments, documents or papers, in the name and on behalf of the Company, as they may deem necessary or desirable in order to (a) consummate the transactions contemplated in the Plan and by the Merger referred to above and (b) effect the purposes of the foregoing resolutions, the necessity and desirability of each such certificate, notice, statement, consent or other instrument, document or paper, or other act or thing, to be conclusively evidenced by the execution and delivery thereof by any such officer or by his taking such action,

FURTHER RESOLVED, that the Plan which provides for (i) each issued and outstanding share of the Company's Common Stock, \$0.001 par value ("Washington Common Stock"), to be converted into one share of fully paid nonassessable share of common stock of Talyst Delaware ("Delaware Common Stock"); (ii) each outstanding share of Series A Preferred Stock of the Company, \$0.001 par value, to be converted into one fully paid and nonassessable share of Talyst Delaware Series A Preferred Stock; (iii) each outstanding share of Series B Preferred Stock of the Company, \$0.001 par value, to be converted into one fully paid and nonassessable share of Talyst Delaware Series B Preferred Stock; and (iv) all options and rights to acquire any Washington Common Stock under employee benefit plans, other options plans and under all other outstanding options, warrants or rights to be automatically converted into options, warrants and rights to purchase shares of Delaware Common Stock, be, and hereby is, approved, ratified and confirmed and that the terms of the Plan shall be submitted to the shareholders for approval at the annual meeting of the shareholders of the Company as part of the

proposal to reincorporate the Company in Delaware,

FURTHER RESOLVED, that the terms of the Plan be, and they hereby are, incorporated by reference into these resolutions, and

FURTHER RESOLVED, that the Board hereby recommends that the shareholders vote in favor of the proposal to reincorporate the Company in Delaware, as provided in the Plan.

FOURTH: That the merger has been adopted, approved, certified, executed and acknowledged by the Company in accordance with the laws of The State of Washington.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and
Merger this 9th day of October, 2007.

TALYST INC., a Washington Corporation

By:



James E. Torina, President