

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
Osseon Therapeutics LLC		02/27/2008	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Osseon Therapeutics, Inc.		
Street Address:	2330 Circadian Way		
City:	Santa Rosa		
State/Country:	CALIFORNIA		
Postal Code:	95407		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77381181	OSSEON	
Serial Number:	77381194	OSSEOPLASTY	
CORRESPONDENCE DATA			
Fax Number:	(949)760-9502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-760-0404		
Email:	efiling@kmob.com		
Correspondent Name:	Knobbe, Martens, Olson & Bear, LLP		
Address Line 1:	2040 Main Street, 14th Floor		
Address Line 4:	Irvine, CALIFORNIA 92614		
ATTORNEY DOCKET NUMBER:	OSEON.007T/009T		
NAME OF SUBMITTER:	Stacey R. Halpern		
Signature:	/Stacey R. Halpern/		

CH \$65.00 77381181

Date:

10/22/2008

Total Attachments: 6

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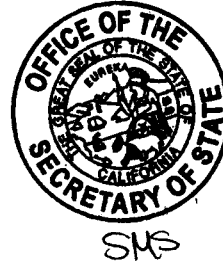
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State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 07 2008

Debra Bowen

DEBRA BOWEN
Secretary of State

**ARTICLES OF INCORPORATION OF
OSSEON THERAPEUTICS, INC.
WITH STATEMENT OF CONVERSION**

MAR 05 2008

ARTICLE I. NAME

The name of this corporation is OSSEON THERAPEUTICS, INC (the "Corporation").

ARTICLE II. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code (the "Code").

ARTICLE III. AGENT FOR SERVICE OF PROCESS

The name and address in this state of the Corporation's initial agent for service of process are:

H. John Stalcup
2330 Circadian Way
Santa Rosa, CA 95407

ARTICLE IV. AUTHORIZED CAPITAL

The Corporation is authorized to issue two classes of shares to be designated, respectively, "Common Stock" and "Preferred Stock." The aggregate number of shares which the corporation shall have authority to issue are fifty million (50,000,000) shares of common stock, no par value, and twenty-five million (25,000,000) shares of Preferred Stock. Of the 25,000,000 shares of Preferred Stock, 15,000,000 are designated Series One Stock (the "Series One Stock") and 10,000,000 are designated "Series A Preferred Stock" (the "Preferred A Stock").

**ARTICLE V. RIGHTS, PREFERENCES, PRIVILEGES, AND RESTRICTIONS OF
CAPITAL STOCK**

The Rights, Preferences, Privileges and Restrictions of the Common Stock and Preferred Stock shall be as follows:

1. Dividend Provisions. The holders of the Preferred A Stock will be entitled to receive as, if, and when declared by the Corporation's Board of Directors, and to the extent that funds are legally available therefore, dividends on a pari passu basis at a rate per annum of \$0.10 per share. These dividend rights are non-cumulative. The Series One Stock shall not have any preference with respect to dividends. If, after payment of dividends on the Preferred A Stock,

the Board shall declare such dividends on Series One Stock or Common or other series of lesser Preferred stock, holders of Preferred A Stock shall be entitled to ratably participate in that dividend on an "as-converted" basis.

2. Liquidation Preference:

A. In the event of any liquidation, dissolution, or winding up of the Company, either voluntarily or involuntarily, the holders of Preferred A Stock will be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of Common Stock, the holders of Series One Stock, or the holders of any other class of stock subordinate to Preferred A Stock, including preferred stock junior in preference, an amount ("Preferred A Original Purchase Price") equal to \$1.00 per share for each share of Preferred A Stock held by them plus declared but unpaid dividends, less any declared and paid dividends.

B. If any Corporation assets remain after such distributions to the holders of Preferred A Stock, the holders of Series One Stock will be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of Common Stock, or the holders of any other class of stock subordinate to Series One Stock, including preferred stock junior in preference, an amount ("Series One Original Purchase Price") equal to \$0.33 per share for each share of Series One Stock held by them plus declared but unpaid dividends, less any declared and paid dividends.

C. If any Corporation assets remain after such distributions to the holders of Preferred A Stock and the holders of Series One Stock, the remaining assets shall be distributed pro rata among the holders of the outstanding shares of Common Stock.

D. A consolidation or merger of the Company with or into any other corporation or corporations, or the merger of any other corporation or corporations into the Company, in which the stockholders of the Company receive distributions in cash or securities of another corporation or corporations as a result of such consolidation or merger and in which the stockholders of the Company do not own at least fifty percent (50%) of the voting power of the surviving corporation after the consolidation or merger, or sale of all or substantially all of its assets shall be deemed to be a liquidation, dissolution or winding up for purposes of the liquidation preference in this Section 1 of Article V.

3. Optional Conversion:

A. A holder of Preferred A Stock will have the right to convert Preferred A Stock, at the option of the holder, at any time, into shares of Common Stock. The total number of shares of Common Stock into which Preferred A Stock may be converted initially will be determined by dividing the Preferred A Original Purchase Price by a price (the "Preferred A Conversion Price") resulting in an initial conversion ratio of one share of Common Stock for one share of Preferred A Stock. The initial Preferred A Conversion Price shall be the Preferred A Original Purchase Price. The Preferred A Conversion Price shall be subject to adjustment for stock dividends, stock splits, reverse stock splits, and similar events.

B. A holder of Series One Stock will have the right to convert Series One Stock, at the option of the holder, at any time, into shares of Common Stock. The total number of shares of Common Stock into which Series One Stock may be converted initially will be determined by dividing the Series One Original Purchase Price by a price (the "Series One Conversion Price") resulting in an initial conversion ratio of one share of Common Stock for one share of Series One Stock. The initial Series One Conversion Price shall be the Series One Original Purchase Price. The Series One Conversion Price shall be subject to adjustment for stock dividends, stock splits, reverse stock splits, and similar events.

4. Voting Rights:

A. The holders of Preferred A Stock shall be entitled to that number of votes equal to one (1) vote for each share of Common Stock issuable upon conversion of the Preferred A Stock in all matters for which shareholders are entitled to vote and (except for the protective provisions set forth below), voting with the shares of the Corporation's Common Stock as a single class.

B. The holders of Series One Stock shall not be entitled to any voting rights, except for those which cannot be waived under the Corporations Code.

5. Directors.

A. The holders of Series One Stock shall be entitled to elect one (1) director to the Board of Directors of the Company at each annual or special meeting of the shareholders for the purpose of electing directors or pursuant to consent of each of this Corporation's shareholders for the election of directors. The right of all of the holders of Series One Stock to elect directors shall terminate when more than one half (1/2) of the outstanding shares of Series One Stock have been transferred to a third party or third parties other than the initial holders of the Series One Stock.

B. The holders of Preferred A Stock shall be entitled to elect one (1) director to the Board of Directors of the Company at each annual or special meeting of the shareholders for the purpose of electing directors or pursuant to consent of each of this Corporation's shareholders for the election of directors. The right of all of the holders of Preferred A Stock to elect directors shall terminate when more than one half (1/2) of the outstanding shares of Preferred A Stock have been transferred to a third party or third parties other than the initial holders of the Preferred A Stock.

6. Protective Provisions: In addition to any other rights provided by law including those rights set forth in California Corporations Code section 903, so long as any shares of stock shall be outstanding, the Company shall not, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of the outstanding shares of Series One Stock voting as a separate class, the affirmative vote or written consent of the holders of not less than a majority of the outstanding shares of Preferred A Stock voting as a separate class, and the affirmative vote or written consent of the holders of not less than a majority of the outstanding

shares of Common Stock, voting as a separate class: (i) alter or change the rights, preferences or privileges of the Series One Stock or Preferred A Stock; (ii) increase or decrease the number of authorized shares of Preferred A Stock, Series One Stock or Common Stock; (iii) create (by reclassification or otherwise) any new class or series of shares having rights, preference or privileges senior to or on parity with the Preferred A Stock; (iv) enter into a transaction which results in any merger, or other corporate reorganization, sale of control, or any transaction in which all or substantially all of the assets of the Company are sold, or (v) amend or waive any provision of the Articles of Incorporation or any Amended Articles of Incorporation.”

ARTICLE VI. STATEMENT OF CONVERSION

The name of the converting California limited liability company is Osseon Therapeutics, LLC. The limited liability company’s California Secretary of State file number is 200632210053. The principal terms of the plan of conversion were approved by a vote of the members, which equaled or exceeded the vote required under Section 17540.3. There is one class of members entitled to vote, called CMI members, and the percentage vote required is a majority in interest of the CMI members. One hundred percent (100%) of the CMI members approved the plan of conversion. The limited liability company is converting into a California stock corporation.

ARTICLE VII. LIMITATION OF LIABILITY; INDEMNIFICATION

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The Corporation is also authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code (the “Code”)) whether by bylaw, agreement, or otherwise, for breach of duty to the Corporation and its shareholders in excess of that expressly permitted by Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred, subject to the limited on excess indemnification set forth in Section 204 of the Code. If, after the effective date of this Article VII, California law is amended in a manner that permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on the effective date of this Article VII, the references in this Article VII to “California law” shall to that extent be deemed to refer to California law as so amended.

We, the undersigned, declare under penalty of perjury under the laws of the State of California that we are the persons who executed the above instrument, and that this instrument is our act and deed.



Y. KING LIU, Manager of Osseon Therapeutics, LLC,
and Incorporator

2/27/08

Date



H. JOHN STALCUP, Manager of Osseon Therapeutics, LLC,
and Incorporator

2/27/08

Date

