

05-31-2000



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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission  
Document ID #
- Correction of PTO Error  
Reel #      Frame #
- Corrective Document  
Reel #      Frame #

**Conveyance Type**

- Assignment
  - Security Agreement
  - Merger
  - Change of Name
  - Other
  - License
  - Nunc Pro Tunc Assignment
- Effective Date  
Month    Day    Year

**Conveying Party**

Mark if additional names of conveying parties attached

Name    Miros, Inc.

Formerly

Execution Date  
Month    Day    Year  
03    17    2000

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization    Delaware

**Receiving Party**

Mark if additional names of receiving attached

Name    eTrue.com, Inc.

DBA/AKA/TA

Composed of

Address (line 1)    Vicki Syat

Address (line 2)    eTrue.com, Inc.

Address (line 3)    572 Washington Street, #18  
City    Wellesley

State/Country    MA

Zip Code    02482

- Individual
- Corporation
- Other
- Citizenship/State of Incorporation/Organization    Delaware
- General Partnership
- Association
- Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/30/2000 DNGUYEN 00000324 75878637

FOR OFFICE USE ONLY

01 FC:481      40.00 OP  
02 FC:482      50.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name  
Address (line 1)  
Address (line 2)  
Address (line 3)  
Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number (617) 570-1292

Name Miriam J. Rovner  
Address (line 1) Goodwin, Procter & Hoar LLP  
Address (line 2) Exchange Place  
Address (line 3) 53 State Street  
Address (line 4) Boston, MA 02109-2881

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

# 3

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

75878637

Registration Number(s)

2204820  
1937286

**Number of Properties**

Enter the total number of properties involved

# 3

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 90.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

# 07-1700

Authorization to charge additional fees:

Yes

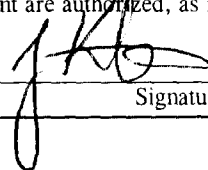
No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Jeffrey I. Klein

Name and Person Signing



Signature

5/5/00

Date Signed

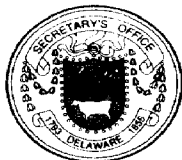
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ETRUE.COM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MIROS, INC." UNDER THE NAME OF "ETRUE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MARCH, A.D. 2000, AT 2:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001194250

AUTHENTICATION: 0384883

DATE: 04-17-00

TRADEMARK  
REEL: 002080 FRAME: 0490

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING**

**ETRUE.COM, INC.**

**INTO**

**MIROS, INC.**

**(Under Section 253 of the General Corporation  
Law of the State of Delaware)**

**MIROS, INC.** a corporation organized and existing under the laws of  
Delaware (the "Corporation"), does hereby certify:

- FIRST:** That the Corporation was incorporated on the Nineteenth day of May, 1994, pursuant to the General Corporation Law of the State of Delaware.
- SECOND:** That the Corporation owns over 90% of the outstanding shares of each class of eTrue.com, Inc. (the "Subsidiary"), a corporation incorporated on the Third day of January, 2000 pursuant to the General Corporation Law of the State of Delaware.
- THIRD:** That the Corporation, by the unanimous written consent of its Board of Directors on the Sixteenth day of March, 2000 approved and adopted resolutions for the merger of the Corporation into Subsidiary pursuant to and in the manner prescribed by Section 253 of the General Corporation Law of the State of Delaware on the conditions set forth in such resolutions:

**RESOLVED**, that effective upon the filing of an appropriate Certificate of Ownership and Merger (the "Certificate of Merger") embodying these resolutions with the Secretary of State of Delaware, the Subsidiary shall be merged (the "Merger") with and into the Corporation, and the Corporation shall be the surviving corporation (the "Surviving Corporation"), possessed of all the estate, property, rights, privileges and franchises of the Subsidiary, and the Corporation shall assume all of the liabilities and obligations of the Subsidiary pursuant to and in the manner prescribed by Section 253 of the Delaware General Corporation Law;

**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized and directed to execute all documents and take all actions necessary or proper whether within or without the State of Delaware, to consummate the Merger;

**FURTHER RESOLVED**, that the terms and conditions of the Merger are as follows: Upon the proposed Merger becoming effective each outstanding share of capital stock of Subsidiary owned of record by the Corporation shall cease to be outstanding, without any payment being made in respect thereof;

**FURTHER RESOLVED**, that the Corporation change its corporate name by changing Article I. of the "Certificate of Incorporation" of the Corporation to read as follows:

Article I. The name of the Corporation is "eTrue.com, Inc."

**FURTHER RESOLVED**, that all actions heretofore taken by the proper officers of the Corporation in connection with the Merger are hereby confirmed, adopted and ratified; and

**FOURTH:** Anything in these resolutions or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of this Corporation at any time prior to the date of filing the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed on its behalf by its duly authorized officer as of the Seventeenth day of March, 2000.

MIROS, INC.

By: 

Name: Michael Kuperstein, Ph.D.

Title: Chief Executive Officer

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