

04-19-2001



FORM PTO-1594

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U.S. DEPARTMENT OF COMMERCE

1-31-92

101681239

Patent and Trademark Office

4/10/01

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Avatar Pharmaceuticals, Inc.**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (DE)
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: March 27, 2001

2. Name and address of receiving party(ies):

Name: ATON PHARMA, INC.
 Internal Address: c/o Paul A. Marks, M.D.
 Street Address: 825 5th Avenue
 City: New York State: NY ZIP: 10021

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

(Designation must be a separate document from Assignment) Yes No
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) **76/217,629**

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robyn Greenberg, Esq.

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Robyn Greenberg, Esq.
Name of Person Signing

Robyn Greenberg
Signature

4/5/01
Date

Total number of pages comprising cover sheet: 4

04/18/2001 6TON11 00000192 76217629

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

TRADEMARK
REEL: 002273 FRAME: 0812

CERTIFICATE OF AMENDMENT

OF

THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

AVATAR PHARMACEUTICALS, INC.

The undersigned, being the duly elected Chief Executive Officer of Avatar Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), as amended, (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: The Board of Directors of the Corporation by unanimous vote pursuant to Section 141(f) of the DGCL, declared it advisable and in the best interests of the Corporation that the Certificate of Incorporation of the Corporation be amended by amending Article First to read in its entirety as follows:

"FIRST: The name of the Corporation is Aton Pharma, Inc. (hereinafter called the "Corporation")."

SECOND: The Board of Directors submitted the foregoing amendment to the shareholders of this Corporation for their consideration and approval.

THIRD: This amendment to the Amended and Restated Certificate of Incorporation was approved by unanimous written consent of the stockholders of the Corporation entitled to vote hereon in accordance with Section 228 of the DGCL.

FOURTH: This Amendment to the Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the DGCL.

FIFTH: The capital of the Corporation shall not be reduced under or by reason of this Amendment.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:45 PM 03/28/2001
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004539-0002-28251-NY02_20210453

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of

Amendment to be executed this 37 day of March, 2001.

AVATAR PHARMACEUTICALS, INC.

By: Paul A. Marks
Paul A. Marks, M.D.
Chief Executive Officer

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AVATAR PHARMACEUTICALS, INC.", CHANGING ITS NAME FROM "AVATAR PHARMACEUTICALS, INC." TO "ATON PHARMA, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2001, AT 1:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1051704

DATE: 03-29-01

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RECORDED: 04/06/2001

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