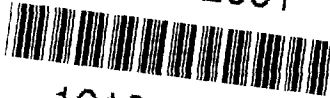


08-24-2001



101822471

FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

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

1. Name of conveying party(ies)  
 MASSTRACE, INC. *08/20/01*

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

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

2. Name and address of receiving party(ies)  
 Name: PHENOME SCIENCES INC.  
 Street Address: 3-G Gill Street  
 City: Woburn State: MA Zip: 01801

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

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

3. Nature of conveyance:  
 Assignment     Merger  
 Security Agreement  
 **Change of Name**  
 Other

Execution Date: September 29, 2000

4. Application number(s) or patent number(s): **See Attached Page 2**  
 A. Trademark Application No.(s)      B. Trademark Registration No.(s)  
 Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Weingarten, Schurgin, Gagnebin & Hayes LLP  
 Ten Post Office Square  
 Boston, Massachusetts 02109

08/24/2001 BT0N11 00000047 76074803  
 01 C:481 40.00 DP  
 02 C:482 200.00 DP

6. Total number of applications and registrations involved: [9]

7. Total fee (37 CFR 3.41).....\$ 240.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 (Attach 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.*

Name of Person Signing Holliday C. Heine, Ph.D.

Signature Holliday C. Heine      Date Aug. 16, 2001

Total number of pages including cover sheet, attachments, and document: [2]

OUR FILE: MASST-MISC

Please record this assignment against the following applications/trademarks:

<u>Application No.</u>	<u>Filing Date</u>	<u>Status</u>
76/074,803	June 20, 2000	Pending
76/074,917	June 20, 2000	Pending/St of use filed
76/074,805	June 20, 2000	Pending/Published
76/074,918	June 20, 2000	Pending/Published
76/073,258	June 20, 2000	Pending/Allowed
76/074,297	June 20, 2000	Pending/Allowed
76/074,804	June 20, 2000	Pending/Allowed

<u>Registration No.</u>	<u>Issue Date</u>
2,230,652	March 9, 1999
1,730,224	November 3, 1992

# COPY

FEDERAL IDENTIFICATION  
NO. 04-3243896

## The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

021

### ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

ACES  
*[Signature]*  
Examiner  
*[Signature]*  
Name  
Approved

We, Peter B. Leone, President / ~~XXXXXX~~

and Alan L. Stanzler, Clerk / ~~XXXXXX~~

of MassTrace, Inc.  
(Exact name of corporation)

located at 3-G Gill Street, Woburn, Massachusetts 01881  
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

One (1)

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on September 29, 2000, by vote of:

48,763 shares of Common Stock of 40,763 shares outstanding,  
(type, class & series, if any)

27,385 shares of Series A Preferred Stock of 29,052 shares outstanding, and  
(type, class & series, if any)

                     shares of                      of                      shares outstanding,  
(type, class & series, if any)

~~being at least a majority of each type, class or series outstanding and entitled to vote thereon; ~~XXXXXX~~~~  
~~least a majority of each type, class or series outstanding and entitled to vote ~~XXXXXX~~~~  
~~of each type, class or series outstanding and entitled to vote ~~XXXXXX~~~~

- C
- P
- M
- RA

\*Delete the inapplicable words.      \*\*Delete the inapplicable clause.  
\* For amendments adopted pursuant to Chapter 156B, Section 70.  
\* For amendments adopted pursuant to Chapter 156B, Section 71.  
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

07/13/94

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

*Change* the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Voted: That the name of the Corporation be and hereby is changed from "MassTrace, Inc." to "Phenome Sciences Inc."

Voted: That the Corporation shall file Articles of Amendment with the Massachusetts Secretary of State's office to amend Article I of the Corporation's Articles of Incorporation to read in its entirety:

"The name of the Corporation is Phenome Sciences Inc."

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 29<sup>th</sup> day of September, 2000

[Signature] Peter B. Leone, President / ~~Vice President~~

[Signature] Alan L. Stanzler, Clerk / ~~Assistant Clerk~~  
\*Delete the inapplicable words.

*\$ 3125*

*725411*

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT  
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 19th day of October 2000.

Effective date: \_\_\_\_\_

SECRETARY OF THE  
CORPORATION DIVISION  
2000 OCT 19 PM 12:29

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Alan L. Stanzler, Esquire

Maselan Jones & Stanzler, P.C.

50 Milk Street, 21st Floor

Boston, Massachusetts 02109

Telephone: (617) 451-1500

TOTAL P.05

TRADEMARK