

03-10-2003



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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇨ ⇨ ⇨ ▼

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Boomer Links Inc.

3-703

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

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

3. Nature of conveyance:

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

Execution Date: December 31, 2002

2. Name and address of receiving party(ies)

Name: ThirdAge Inc.

FEB 7 2003

Internal

Address: _____

Street Address: 585 Howard St., 1st Floor

City San Francisco State: CA Zip: 94105

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

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

A. Trademark Application No.(s)

76/404914 76/437285

~~76/437290~~ ~~76/437288~~

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Elizabeth L. Plitzuweit

Internal Address: Nixon Peabody LLP

Street Address: 101 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502472

(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.

Elizabeth Plitzuweit

Name of Person Signing

Signature

2/6/02

Date

6

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

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

03/07/2003 TBIAZ1 00000132 502472 76404914

01 FC:0521
02 FC:0522

40.00 CH
75.00 CH

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PLAN OF MERGER

BOOMER LINKS INC.
(a Delaware Corporation)

With and Into

THIRDAGE INC.
(a Delaware Corporation)

The Board of Directors of ThirdAge Inc., a Delaware corporation ("ThirdAge"), adopted this PLAN OF MERGER (hereinafter "Plan") by its unanimous written consent dated as of the 30th day of December, 2002.

WHEREAS, ThirdAge is a corporation duly organized and existing under the laws of the State of Delaware, incorporated on August 15, 2001, and having a principal place of business in San Francisco, CA; and

WHEREAS, SBR Pharmaceuticals Corp., a wholly-owned subsidiary of ThirdAge ("Boomer Links"), is a corporation duly organized and existing under the laws of the State of Delaware, incorporated on May 9, 2002, and having a principal place of business in Boston, Massachusetts, with authorized capital stock consisting of three thousand (3,000) shares of Common Stock, par value \$.01 per share, of which three thousand (3,000) shares are duly issued and outstanding (the "SBR Stock"); and

WHEREAS, Boomer Links and ThirdAge (hereinafter sometimes collectively referred to as the "Corporations") are business corporations organized for the purpose of carrying on businesses of similar nature, and the Board of Directors of ThirdAge believes it is advisable and to the advantage of the Corporations that they be merged to form a single Delaware corporation; and

WHEREAS, the Board of Directors of ThirdAge has authorized and approved such merger and has authorized and approved the execution of this Plan; and

WHEREAS, the laws of the State of Delaware, under which each of the Corporations is organized, permit the merger.

1. Description of Merger. Boomer Links shall be merged with and into ThirdAge in accordance with the provisions of Delaware Corporation Law Annotated Section 253. The surviving corporation shall be Principia (hereinafter sometimes referred to as the "Surviving Corporation"), which shall continue its corporate existence under the laws of the State of Delaware under the name set forth in Section 2 of this Plan.

Upon the effective date of the merger as described in Section 11 of this Plan, Boomer Links shall be merged with and into ThirdAge and the separate existence of Boomer Links shall cease, except insofar as it may be continued by statute or in order to carry out the purposes of this Plan, and ThirdAge shall continue to exist by virtue of and shall be governed by the laws of the State of Delaware. All rights, franchises and interests of the Corporations in and to every type of property shall be transferred to and vested in the Surviving Corporation by virtue of the merger, without further act or deed, and all claims, demands, property, and other interests of the Corporations shall be the property of the Surviving Corporation, and title to all real estate vested in either of the Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation.

The rights of the creditors of either of the Corporations shall not in any way be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause, existing against either of the Corporations, or any shareholder or officer thereof, be released or impaired by the merger, but the Surviving Corporation shall be deemed to have assumed and shall be liable for all liabilities and obligations of each of the Corporations in the same manner and to the same extent as if such Surviving Corporation had itself incurred such liabilities or obligations.

It is the intention of the parties to this Plan that the merger described herein be accomplished pursuant to and in accordance with the requirements of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that the tax attributes of ThirdAge, including its federal taxpayer identification number, be assumed by the Surviving Corporation.

2. Name of Surviving Corporation. The name of the Surviving Corporation shall be ThirdAge Inc.

3. Purpose of Surviving Corporation. The objects and purposes of ThirdAge shall be the objects and purposes of the Surviving Corporation.

4. Principal Place of Business. The location of the principal place of business of the Surviving Corporation shall be 585 Howard Street, First Floor, San Francisco, CA 94105.

5. Certificate of Incorporation. The Certificate of Incorporation of ThirdAge in effect immediately prior to the effective date of the merger shall be the Certificate of Incorporation of the Surviving Corporation.

6. By-Laws. The By-Laws of ThirdAge in effect immediately prior to the effective date of the merger shall be the By-Laws of the Surviving Corporation.

7. Directors and Officers of the Surviving Corporation. The Board of Directors and Officers of the Surviving Corporation shall be the same as the Board of Directors and Officers of ThirdAge immediately prior to the effective date of the merger.

8. Conversion of Shares. Each of the shares of Boomer Links shall be terminated.

9. Continuing Obligations. The Surviving Corporation, upon the effective date of the merger, may be sued in the State of Delaware for any prior obligation of Boomer Links and any obligation incurred after the effective date by the Surviving Corporation, so long as any liability remains outstanding against such corporation in the State of Delaware, and the Surviving Corporation hereby irrevocably appoints the Delaware Secretary of State, effective on the effective date of the merger, as its agent to accept service of process in any action or the enforcement of any such obligation.

10. Further Acts. In the event that this Plan is not previously abandoned by the Board of Directors of ThirdAge in the manner prescribed by the provisions of Delaware Corporation Law Annotated Section 251(d), ThirdAge will cause to be executed and filed and/or recorded any documents prescribed by the laws of the State of Delaware and will cause to be performed all necessary acts within such jurisdictions and elsewhere to effectuate the Plan.

11. Effective Date of Merger. Subject to the provisions hereof, as soon as practicable after adoption of this Plan by the Board of Directors of ThirdAge, the further procedures required in order to effectuate the merger as specified by the business corporation laws of Delaware shall be carried out and the merger shall become effective upon filing of the Certificate of Ownership and Merger in Delaware.

12. Abandonment or Amendment. This Plan may be abandoned or amended by appropriate action taken by the Board of Directors of ThirdAge, in its sole discretion and in the manner prescribed by the provisions of Delaware Corporation Law Annotated Section 251(d), any time prior to the time of filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.

CERTIFICATE OF OWNERSHIP AND MERGER

Pursuant to Del. Corp.L. Ann. §253

I, Sharon P. Whiteley, President and CEO of ThirdAge Inc., a Delaware corporation (the "Corporation"), hereby certify as follows:

1. The Corporation currently owns one hundred percent (100%) of the issued and outstanding shares of every class of stock of Boomer Links Inc., a Delaware corporation ("Boomer Links").

2. The following is a true and correct copy of the resolution adopted by the Board of Directors of the Corporation effective December 30, 2002, approving the merger of Boomer Links with and into the Corporation:

RESOLVED: That the Corporation enter into a statutory merger (the "Merger") with Boomer Links Inc. ("Boomer Links"), a Delaware corporation and the wholly-owned subsidiary of the Corporation, of which the Corporation shall be the survivor; and that the Board of Directors hereby approves and adopts the aforesaid, all pursuant to and as set forth in the Plan of Merger attached hereto as Exhibit 1.

3. The foregoing resolution was adopted by the Corporation's Board of Directors on December 30, 2002.

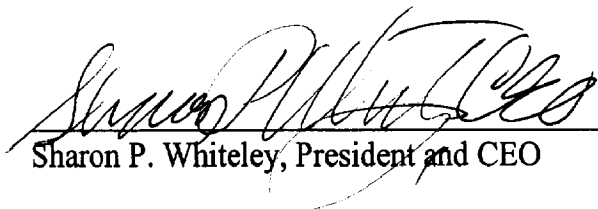
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of the 31st day of December, 2002.

ATTEST:

PRINCIPIA ASSOCIATES, INC.



Michael K. Barron, Secretary



Sharon P. Whiteley, President and CEO