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TO THE ASSISTANT COMMISSIONER FOR PA

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ments or copy thereof.

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1999 DEC 13 AM 11: 22
OPR/FINANCE

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Eyesys Technologies, Inc

Additional name(s) of conveying party(ies) attached?

() Yes (X) No

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

Name: Eyesys-Premier, Inc.

Internal Address:

Street Address: 3 Morgan

City: Irvine State: CA ZIP: 92618

Additional name(s) of receiving party(ies) attached?

() Yes (X) No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) November 23, 1998

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

() Application(s) filed herewith Execution Date(s):

(X) Patent Application No.: 09/102,839
Filing Date: June 23, 1998

() Patent No.:
Issue Date:

Additional numbers attached? () Yes (X) No

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

Name: Michael H. Trenholm
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995

Internal Address: Sixteenth Floor

Street Address: 620 Newport Center Drive

City: Newport Beach State: CA ZIP: 92660

Attorney's Docket No.: EYESYS.13CPCPC

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

() Enclosed

(X) Authorized to be charged to deposit account

8. Deposit account number: 11-410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and patents involved: 1

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.

Michael H. Trenholm

Name of Person Signing

Signature

Date

37,743

Registration No.

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

12/20/1999 104440 0010-175 03100000

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Assistant Commissioner for Patents
Box Assignments
Washington, D.C. 20231

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 AMENDMENT OF "EYESYS TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "EYESYS TECHNOLOGIES, INC." TO "EYESYS-PREMIER, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1998, AT 1:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

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991207431

AUTHENTICATION: 9771200

DATE: 05-27-99

PATENT
REEL: 010440 FRAME: 0113

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION**

EyeSys Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that Article First of this Corporation's Restated Certificate of Incorporation be amended in its entirety to read as follows:

"FIRST: The name of the Corporation is EyeSys-Premier, Inc."

RESOLVED FURTHER, that the officers of this Corporation be, and they hereby are, authorized to execute, deliver, publish and file for record any and all certificates and such other instruments required by applicable law, and to do and perform such other acts and things as may be necessary, convenient or proper to effect the amendment of the Restated Certificate of Incorporation of this Corporation in the manner specified above.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the Delaware General Corporation Law.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 11/23/1998
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IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Colette Cozean, its President, and attested by Judith McCall, its Secretary, this 23rd day of November, 1998.

EYESYS TECHNOLOGIES, INC.,
a Delaware corporation

By: Colette Cozean
Colette Cozean, Ph.D., President

ATTEST:

By: Judith McCall
Judith McCall, Secretary

4516/015856-0001/3213496.1 a<date>