

01-23-2001

FORM PTO-1595  
(Rev. 6-93)  
OMB No. 0651-0011 (Exp. 4/94)

RECORDED



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U.S. DEPARTMENT OF COMMERCE  
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):  
Axys Advanced Technologies, Inc. 1.4.01  
385 Oyster Point Blvd., Suite 1  
South San Francisco, CA 94080  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
ChemRx Advanced Technologies, Inc.  
385 Oyster Point Blvd., Suite 1  
South San Francisco, CA 94080  
Additional name(s) attached?  Yes  No

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

Date of Recordation with the Secretary of State: 05/01/2000

4. Application number(s) or patent number(s)  
If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)  
09/375,803  
Additional numbers attached?  Yes  No  
B. Patent No.(s)  
6,069,248

5. Name and address of party to whom correspondence concerning document should be mailed:  
Shelley P. Eberle  
Cooley Godward LLP  
Five Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306-2155

6. Total number of application and patents involved: 1  
7. Total Fee (37 CFR 3.41).....\$40.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number: 03-3117  
(Attach duplicate copy of this page if paying by deposit account)

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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.

Reg. No.: 31,411 Name of Person Signing: Shelley P. Eberle

Signature: Shelley P. Eberle Date: 12-27-00

Total number of pages including cover sheet, attachments, and document: 5

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to the Assistant Commissioner for Patents, Box Assignment, Washington, D.C. 20231 on December 27, 2000.

By: 12/27/00

Vikki L. Athen  
Vikki L. Athen

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PATENT  
REEL: 011436 FRAME: 0633

RESTATED CERTIFICATE OF INCORPORATION  
OF  
AXYS ADVANCED TECHNOLOGIES, INC.,  
a Delaware corporation

Axys Advanced Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Axys Advanced Technologies, Inc. (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 11, 1999, and amended on November 16, 1999.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation was adopted by the Corporation's Board of Directors (the "Board of Directors") and stockholders, the stockholders of the corporation having approved the Amended and Restated Certificate of Incorporation by the written consent of the holders of at least a majority of the outstanding shares in accordance with Section 228 thereof, and written notice having been given in accordance with the requirements of such Section. The Amended and Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of this corporation

3. The text of the Corporation's Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

ARTICLE I

The name of the Corporation is ChemRx Advanced Technologies, Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 30 Old Rudnick Lane, City of Dover, County of Kent, and the name of the registered agent of the Corporation in the State of Delaware at such address is CorpAmerica, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

A. The Corporation is authorized to issue one class of shares to be designated Common Stock ("Common Stock"). The total number of shares of capital stock that the Corporation is authorized to issue is One Thousand (1,000). The Common Stock shall have a par value of \$0.001 per share.

## ARTICLE V

A. Exculpation. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to further reduce or to authorize, with the approval of the Corporation's stockholders, further reductions in the liability of the Corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended.

B. Indemnification. To the extent permitted by applicable law, the Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, votes of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

C. Effect of Repeal or Modification. Any repeal or modification of any of the foregoing provisions of this Article V shall not adversely affect any right or protection of a director, officer or agent of the Corporation (or any other person to which Delaware law permits the Corporation to provide indemnification) existing at the time of, or increase the liability of any director, officer or agent of the Corporation (or other person) with respect to any acts or omissions of such director, officer or agent (or other person) occurring prior to, such repeal or modification.

## ARTICLE VI

The Corporation shall have perpetual existence.

## ARTICLE VII

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws.

## ARTICLE VIII

Elections of directors need not be by written ballot except and to the extent provided in the Bylaws.

**ARTICLE IX**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE X**

The Corporation shall not be subject to the provisions of Section 203 of the Delaware General Corporation Law.

