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

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

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

1. Name of conveying party(ies): New EyeSys Acquisition Company

09/28/01

2. Name and address of receiving party(ies)

Name: EyeSys Vision, Inc.

Internal Address:

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Street Address: 6750 W. Loop South

Suite 500

City: Bellaire State: TX Zip: 77401

Execution Date: August 24, 2001

Additional name(s) & address(es) attached? Yes No

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)

B. Patent No.(s)

5,970,984

Additional numbers attached? Yes No

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

Name: John W. Montgomery

Internal Address: c/o Haynes and Boone, LLP

Street Address: 1000 Louisiana

Suite 4300

City: Houston State: TX Zip: 77002

6. Total number of applications 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:

08-1394

(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.

John W. Montgomery

Name of Person Signing

Signature

9/20/01

Date

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

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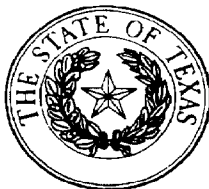
40.00 DP

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

DOCKET NO.:

PATENT REEL: 012211 FRAME: 0207



Office of the Secretary of State

CERTIFICATE OF AMENDMENT OF

EyeSys Vision, Inc.
163303700

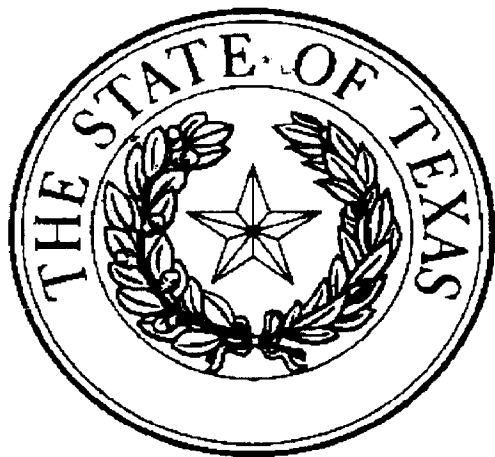
[formerly: NEW EYESYS ACQUISITION COMPANY]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 08/24/2001

Effective: 08/24/2001



A handwritten signature in cursive script, appearing to read "Henry Cuellar".

Henry Cuellar
Secretary of State

SECRET
AUG 24 2001

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
NEW EYESYS ACQUISITION COMPANY**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, New EyeSys Acquisition Company (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation to change the name of the Corporation.

ARTICLE ONE. The name of the Corporation is "New EyeSys Acquisition Company."

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the Corporation as of August 14, 2001:

Article I of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I

The name of the Corporation is EyeSys Vision, Inc."

ARTICLE THREE. The number of shares of Common Stock of the Corporation outstanding and entitled to vote was 1,000 at the time of the adoption of this amendment.

ARTICLE FOUR. The holder of all of the shares of Common Stock outstanding and entitled to vote has signed a written consent to the adoption of this amendment.

DATED as of the 14th day of August 2001.

NEW EYESYS ACQUISITION COMPANY

By: Joe S. Wakil, M.D.
Joe S. Wakil, M.D., President and Secretary