

MRP  
2-14-02

03-06-2002



To the Honorable Commissioner of Pat

102003155

original documents or copy thereof.

1. Name and address of conveying party(ies):  
 Name: Clinomics Laboratories, Inc.  
 Street Address: 165 Tor Court  
 City: Pittsfield  
 State: MA ZIP: 01201

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

2. Name and address of receiving party(ies):  
 Name: Clinomics Biosciences, Inc.  
 Internal Address: \_\_\_\_\_  
 Internal Address: \_\_\_\_\_  
 Street Address: 165 Tor Court  
 City: Pittsfield  
 State: MA ZIP: 01201

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

3. Nature of Conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
 Execution Date: January 16, 2001

4. Application number(s) or registration numbers:  
*If being submitted with New Application, execution date of application is:*

A. Patent Application No.(s) 09/888,362, 09/781,021,  
09/966,373, 09/781,016,  
09/780,982, 09/779,187

Additional numbers attached?  Yes  No

B. Patent No.(s) 7,140,000

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Paula Campbell Evans  
 Internal Address: Palmer & Dodge LLP  
 Street Address: 111 Huntington Avenue  
 City: Boston State: MA ZIP: 02199

6. Total number of application and patents involved: 16  
 7. Total fee (37 CFR 3.41)..... \$ 640.00  
 Enclosed  
 Authorized to charge deficiencies to deposit account  
 8. Deposit account number: 16-0085 Ref. 5568/1000  
 (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.

Paula Campbell Evans  
 Name of Person Signing

Paula Campbell Evans  
 Signature

Jan 28 2002  
 Date

Total number of pages comprising cover sheet attachment and document: 11

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents and Trademarks, Box Assignment  
 Washington, D.C. 20231

03/05/2002 6TOM11 00000168 09888362  
 01 FC:581 640.00 #P

RECORDATION FORM COVER SHEET  
(PAGE 2)

Patent Application No.(s):

09/779,753

09/910,172

29/131,964

60/302,454

60/275,749

60/302,316

60/302,223

PCT/US01/20088

PCT/US01/42415

PCT/US01/28906

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CLINOMICS BIOSCIENCES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

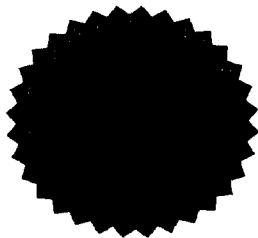
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF DECEMBER, A.D. 1997, AT 4 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLINOMICS, INC." TO "CLINOMICS BIOSCIENCES, INC.", FILED THE SIXTEENTH DAY OF JANUARY, A.D. 2001, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2832757 8100H

AUTHENTICATION: 1565224

020034536

DATE: 01-17-02

PATENT  
REEL: 012623 FRAME: 0197

## CERTIFICATE OF INCORPORATION

OF

## CLINOMICS, INC.

FIRST: The name of the corporation is Clinomics, Inc.

SECOND: The registered office of the corporation is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at the address is The Corporation Trust Company.

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

FOURTH: The Corporation shall be authorized to issue 1000 shares of Common Stock, \$.01 par value per share.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lynda M. Clarizio	555 12th Street, NW Washington, DC 20004

SIXTH: Elections of directors need not be by written ballot. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the Delaware code or other applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

SEVENTH: The original by-laws of the corporation shall be adopted by the initial incorporator named herein. Thereafter, the Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the by-laws of the corporation.


EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation in accordance with the laws of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: A director of this corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article NINTH shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

TENTH: The corporation shall have perpetual existence.

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

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 12th day of December, 1997.

  
Lynda M. Clarizio

**FIRST AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CLINOMICS, INC.**

A. The name of the corporation is Clinomics, Inc., and such name has not been changed since the filing of the corporation's original Certificate of Incorporation.

B. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on December 12, 1997.

C. The corporation has not received any payment for any of its stock and this First Amended and Restated Certificate of Incorporation, the entirety of which is set forth below, has been duly adopted by the incorporator named below in accordance with Sections 241 and 245 of the General Corporation Law of Delaware.

\* \* \* \* \*

FIRST: The name of the corporation is Clinomics, Inc.

SECOND: The registered office of the corporation is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at the address is The Corporation Trust Company.

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

FOURTH: The corporation shall be authorized to issue 5,000,000 shares of Common Stock, \$.01 par value per share.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Lynda M. Clarizio	555 12 <sup>th</sup> Street, NW Washington, DC 20004

SIXTH: Elections of directors need not be by written ballot. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the Delaware code or other applicable statutes) outside the State of Delaware at such

place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

SEVENTH: The original by-laws of the corporation shall be adopted by the initial incorporator named herein. Thereafter, the Board of Directors shall have the power, in addition to the stockholders, to make, alter, or repeal the by-laws of the corporation.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation in accordance with the laws of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation in accordance with the laws of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders, or class of stockholders, of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

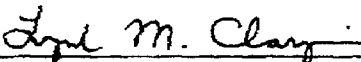
NINTH: A director of this corporation shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article NINTH shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

TENTH: The corporation shall have perpetual existence.

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



I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this First Amended and Restated Certificate of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 18<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_

Lynda M. Clarizio

**CERTIFICATE OF AMENDMENT**  
**OF**  
**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**CLINOMICS, INC.**

Pursuant to Section 242  
of the General Corporation Law of  
the State of Delaware

Clinomics, Inc. (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

Pursuant to a unanimous written consent of the Board of Directors of the Corporation, a resolution was duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said amendment by unanimous written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

1. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking Article FIRST thereof and by substituting in lieu of said Article the following new Article FIRST:

FIRST. The name of the Corporation is  
Clinomics Biosciences, Inc."

2. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking Article FOURTH thereof and by substituting in lieu of said Article the following new Article FOURTH:

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 01/16/2001  
010023669 - 2832757

**"FOURTH.** The total number of shares of capital stock which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of Common Stock, par value \$0.01 per share."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation of the Corporation to be signed by its President this 16th day of January, 2001.

/s/ Stephen Turner  
Stephen Turner  
President