

04-15-2002

3/25/02

OFFICE OF PUBLIC AFFAIRS
 FORM PTO-1595 (Rev. 6-93)
 OMB No. 0651-0011 (exp. 4/94)

2002 MAR 25 AM

102055596

DEPARTMENT OF COMMERCE
 Patent and Trademark Office

FINANCE SECTION
 Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): CoPharma, Inc.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date:</p>	<p>2. Name and address of receiving party(ies) Name: Cyclis Pharmaceuticals, Inc. Internal Address: Street Address: 333 Providence Highway Norwood, MA 02062</p> <p><input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other - LLC, State of New York</p> <p>Additional name(s) & addresses(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
---	---

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

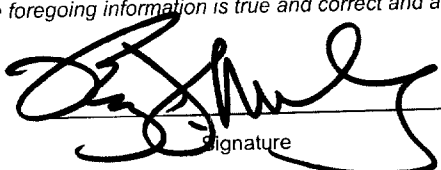
A. Patent Application No.(s) (serial number not yet assigned) entitled:
 SYNTHESIS OF BETA-LAPACHONE ITS INTERMEDIATES; Serial No.: 09/957,260
 Filed: September 19, 2001

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Ivor R. Elrifi, Esq. Address: MINTZ, LEVIN, COHN, FERRIS GLOVSKY and POPEO, P.C. One Financial Center Boston, MA 02111</p>	<p>6. Total number of applications and patents involved: [1]</p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account No: 50-0311</p>
--	--

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.

Barry J. Marenberg _____  _____ 3/25/02
 Name of Person Signing Signature Date

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

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

04/12/2002 TBIAZ1 00000090 09957260
 01 FC:581 40.00 CP

TRA 1647767\1

Delaware

PAGE 1

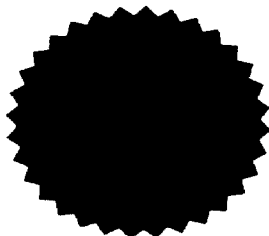
The First State

I, HARRIET SMITH WINDSOR, 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 "COPHARMA, INC.", CHANGING ITS NAME FROM "COPHARMA, INC." TO "CYCLIS PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3446578 8100

020160609



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1658099

DATE: 03-11-02

PATENT
REEL: 012776 FRAME: 0221

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
COPHARMA, INC.

It is hereby certified that:

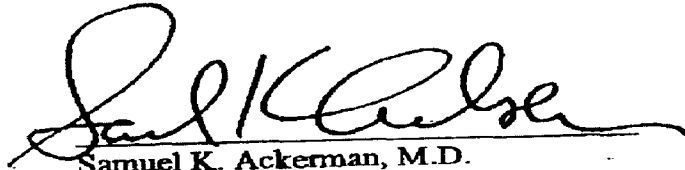
1. The name of the corporation (hereinafter called the "Corporation") is CoPharma, Inc.
2. The Certificate of Incorporation of the Corporation was filed on October 16, 2001 under the name CoPharma Development Corporation thereafter the Certificate of Incorporation was amended to change its name to CoPharma, Inc on November 30, 2001; a Restated Certificate of Incorporation was filed on February 14, 2002. The Restated Certificate of Incorporation is hereby amended by striking out of Article FIRST thereof and by substituting in lieu of said Article FIRST the following new Article FIRST:

"FIRST. The name of the corporation is Cyclis Pharmaceuticals, Inc."

3. Pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, the holders of outstanding shares of the Corporation having no less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted, consented to the adoption of the aforesaid amendments without a meeting, without a vote and without prior notice and that written notice of the taking of such actions has been given in accordance with Section 228(e) of the General Corporation Law of the State of Delaware.

4. The amendment of the restated certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed this 5th day of March, 2002.


Samuel K. Ackerman, M.D.
President

TRA 1636504v1