

06-13-2002

PATENTS ONLY

PATENTS ONLY

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TO THE



ENTS

Please Record

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py thereof.

1. Name of Party(ies) conveying an interest:

XDX, LLC.

2. Name and Address of Party(ies) receiving an interest:

Name: XDX INC.  
 Internal Address:  
 Street Address: 3176 N. Kennicott Avenue  
 City: Arlington Heights  
 State/Zip: IL 60004

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

☐ Yes ☒ No

Additional name(s) and addresses attached?

☐ Yes ☒ No

3. Description of the interest conveyed:

☐ Assignment ☒ Change of Name Other:  
☐ Security Agreement ☐ Merger

Execution Date: 12/20/01

4. Application number(s) or patent number(s). Additional sheet attached? ☐ Yes ☒ No

If this document is being filed together with a new application, the execution date of the application is:

Date

A. Patent Application No.(s)

B. Patent No.(s)

09/661,543

Additional numbers attached? ☐ Yes ☒ No

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

BRINKS HOFER GILSON & LIONE  
 P.O. BOX 10395  
 CHICAGO, IL 60610  
 (312)321-4200

6. Number of applications and patents involved: 1

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

☒ Enclosed  
☐ Authorized to be charged to Deposit Account No. 23-1925

8. ☒ Please charge any deficiencies in fee or credit any overpayment to Deposit Account No. 23-1925.

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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.

David Rozenblat, Reg. No. 47,044  
 Name of Person Signing

Signature

5/21/2002  
 Date

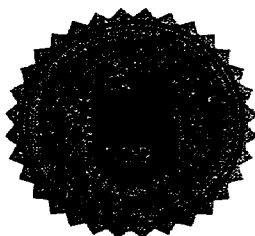
Total number of pages including cover sheet, attachments, and document: 7

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "XDX LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "XDX LLC" TO "XDX INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1537686

2991000 8100V

010676055

DATE: 01-03-02

PATENT

REEL: 012974 FRAME: 0170

CERTIFICATE OF CONVERSION  
OF  
XDX LLC, a  
Delaware limited liability company  
into  
XDX INC., a  
Delaware corporation  
pursuant to Section 265 of the  
Delaware General Corporation Law

XDX LLC. (the "Company"), a limited liability company organized under the Delaware Limited Liability Company Act, for the purpose of converting into a Delaware corporation pursuant to Section 265 of the Delaware General Corporation Law, hereby certifies that:

1. The Company's Certificate of Formation was originally filed in the Office of the Secretary of State on January 11, 1999.
2. The name of the Company is XDX LLC.
3. The name of the corporation is XDX Inc.
4. The Company is a limited liability company.

IN WITNESS WHEREOF, the undersigned authorized person has executed this  
Certificate of Conversion as of the 20 day of December, 2001.

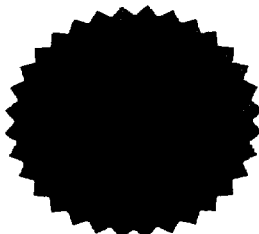
  
James Eisenberg, Manager

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "XDX INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2991000 8100V

010676055

AUTHENTICATION: 1537686

DATE: 01-03-02

PATENT  
REEL: 012974 FRAME: 0172

**CERTIFICATE OF INCORPORATION**

**OF**

**XDX INC.**

\*\*\*\*\*

**THE UNDERSIGNED**, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

**FIRST:** The name of the Corporation is XDX INC.

**SECOND:** The registered office of the Corporation is to be located at 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 that 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 total number of shares of stock which the Corporation is authorized to issue is Three Hundred Thousand (300,000) shares of stock, Two Hundred Thousand (200,000) of which shall be classified as common stock, \$0.01 par value per share, and One Hundred Thousand (100,000) of which shall be classified as preferred stock, \$0.01 par value per share.

The Board of Directors of the corporation is authorized, subject to the limitations prescribed by law and the provisions of the Certificate of Incorporation, to provide for the issuance of shares of preferred stock in one or more series, to establish from time to time the number of shares to be included in each such series and to fix the designations, voting powers, preferences, rights and qualifications, limitations or restrictions of the shares of the preferred stock of each such series.

FIFTH: The name and address of the Incorporator are as follows:

NAME

Kimberly Baim

ADDRESS

c/o D'Ancona & Pflaum LLC  
111 East Wacker Drive, Suite 2800  
Chicago, IL 60601

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders.

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens on all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such contract or act, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been

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approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, to the provisions of this Certificate, and to the provisions of any by-laws from time to time made by the stockholders or by the Board of Directors; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: The Corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

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 under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, 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,

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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: The liability of the Corporation's directors to the Corporation or its stockholders shall be eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. No amendment to or repeal of this ARTICLE NINTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

TENTH: 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 law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto set my hand this 20<sup>th</sup> day of December, 2001.

  
Kimberly Bain