

01-31-2003



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

3R

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):
Cosmederm Technologies, LLC
4370 La Jolla Village Drive
San Diego, California 92122

1-29-03

2. Name and address of receiving party(ies):
Name: Sensory Systems
Internal Address:
Address: 4370 La Jolla Village Drive, Suite 630
City: San Diego State: CA Zip: 92122

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

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

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

Execution Date: April 1, 2001

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)
See Attached List

B. Patent No.(s)
See Attached List

Additional numbers attached? Yes No

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

Name: Michael J. Bevilacqua, Esquire
Internal Address: Hale and Dorr LLP
Street Address: 60 State Street

City: Boston State: MA Zip: 02109

6. Total number of applications and patents involved:

17

7. Total Fee (37 CFR 3.41)..... \$680.00

Enclosed
 Charge fees to Deposit Account

Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:

08-0219

(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

Michael J. Bevilacqua, Esquire
Name of Person Signing

Jan. 23, 2003
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

477.11.360

Hale and Dorr LLP Docket Number

BOSTON 1487884v1

PATENT
REEL: 013699 FRAME: 0115

<u>Country</u>	<u>Filing Date</u>	<u>Number</u>	<u>Expiration</u>
UNITED STATES	21 Dec 1994	5,716,625	10 Feb 2015
UNITED STATES (CIP)	20 Jun 1996	5,804,203	10 Feb 2015
PCT/UNITED STATES	23 Jun 1997	6,139,850	10 Feb 2015
UNITED STATES	10 Feb 1998	09/021,194	Pending
UNITED STATES	8 Sep 1998	09/149,886	Pending
UNITED STATES	22 Dec 1999	09/470,161	Pending
UNITED STATES	2 Feb 2000	09/496,619	Pending
UNITED STATES	10 Aug 2000	09/636,420	Pending
UNITED STATES	10 May 2001	09/853,828	Pending
UNITED STATES	26 Mar 2001	09/820,209	Pending
UNITED STATES	11 Apr 2001	09/833,221	Pending
UNITED STATES	31 Oct 2001	10/003,478	Pending
UNITED STATES	24 Oct 2001	10/033,194	Pending
UNITED STATES	1 Nov 2001	10/001,935	Pending
UNITED STATES	21 Nov 2001	09/992,491	Pending
AMINO ACID FORMULATIONS AND METHODS FOR REDUCING SKIN IRRITATION (United States)	3 Feb 1995	08/384,263	Pending
FORMULATIONS AND METHODS FOR REDUCING SKIN IRRITATION (United States)	23 Jun 1997	08/860,206	Pending

A0568510
2335944 SURV

FILED
In the Office of the Secretary of State
of the State of California

AUG 02 2001 *45* *SRB*

AGREEMENT OF MERGER

Bill Jones
JONES, Secretary of State

THIS AGREEMENT OF MERGER is entered into between SENSORY SYSTEMS, a California corporation (the "Surviving Corporation") and COSMEDERM TECHNOLOGIES, LLC, a California limited liability company (the "Merging Entity").

1. Merging Entity shall be merged into the Surviving Corporation.
2. The outstanding membership interests of the Merging Entity shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Entity shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement this 1st day of April, 2001.

SENSORY SYSTEMS

By: *J. D. Pike*
Joseph D. Pike, President

By: *Darcy Kelly*
Darcy Kelly, Secretary

COSMEDERM TECHNOLOGIES, LLC

By: *J. D. Pike*
Joseph D. Pike, [Managing Member]

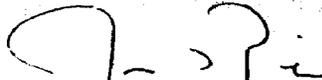
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Joseph D. Pike and Darcy Kelly certify that:

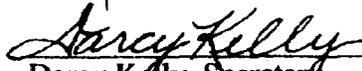
1. They are the president and the secretary, respectively, of Sensory Systems.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only class of shares and the number of shares outstanding is 8000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 1, 2001.



Joseph D. Pike, President



Darcy Kelly, Secretary



State of California
 Bill Jones
 Secretary of State

**LIMITED LIABILITY COMPANY
 CERTIFICATE OF MERGER**
 (Corporations Code Section 17552)

Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: SENSORY SYSTEMS	2. Type of entity: CORP	3. Secretary of State File Number: 2335944	4. Jurisdiction: CALIFORNIA
5. Name of disappearing entity: COSMEDERM TECHNOLOGIES	6. Type of entity: LLC LLC	7. Secretary of State File Number: 200001510145	8. Jurisdiction: CALIFORNIA
9. Future effective date, if any:		Month	Day

10. If a vote was required pursuant to Section 17551 or Section 1113, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:			
<u>Surviving Entity</u>		<u>Disappearing Entity</u>	
<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>	<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>
The sole Member 2000 SHARES	66 2/3	ALL MEMBERSHIP INTERESTS	100%

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 15

12. Requisite changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.

SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY. COMPLETE ITEMS 13 AND 14.

13. Principal business address of the surviving foreign limited liability company or other business entity:

Address: _____

City: _____ State: _____ Zip Code: _____

14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

15. Number of pages attached, if any:

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

Signature of Authorized Person for the Surviving Entity Date
[Signature] 5/9/01

Signature of Authorized Person for the Surviving Entity Date

Signature of Authorized Person for the Disappearing Entity Date

Signature of Authorized Person for the Disappearing Entity Date

JOSEPH D. PIKE, PRES APRIL 1, 2001
 Type or Print Name and Title of Person Signing Date

DARCY KELLY, SEC
 Type or Print Name and Title of Person Signing Date

JOSEPH D. PIKE, MEMBER/MANAGER APRIL 1, 2001
 Type or Print Name and Title of Person Signing Date

Type or Print Name and Title of Person Signing Date