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py thereof.

TO THE ASSISTANT COMMISSIONER FOR PATENTS: P

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Cell Analytics Inc.

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

() Yes (X) No

2. Name and address of receiving party(ies):

Name: **Allvivo, Inc.**

Internal Address:

Street Address: **20914 Bake Pkwy, Suite 112**City: **Lake Forest** State: **CA** ZIP: **92630**

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

() Yes (X) No

3. Nature of conveyance:

- () Assignment
(x) Merger
() Security Agreement
() Change of Name
() Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) **September 26, 2001**

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

- (X) Provisional Patent Application No.: **60/420,390**
Filing Date: **10/21/02**

Application No.: **09/861,863**
Filing Date: **5/21/01**

- (X) Patent No.: **6,251,615**
Issue Date: **6/26/01**

Additional numbers attached? () Yes

(X) No

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

Name: **Connie C. Tong, Ph.D.**
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. **20,995**

Internal Address: **Fourteenth Floor**Street Address: **2040 Main Street**City: **Irvine** State: **CA** ZIP: **92614**Attorney's Docket No.: ALLVIV.003PR; 004A; 004C1

7. Total fee (37 CFR 1.21(h)): **\$120**

- (X) Enclosed

() Authorized to be charged to deposit account

8. Deposit account number: **11-1410**

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and patents involved: **3**

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.

Connie C. Tong
Name of Person Signing

Connie C. Tong
Signature

June 23, 2003
Date

52,292
Registration No.

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

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

06/27/2003 ECDOPER 00000113 60420390

01 FC:8021

120.00 OP

Mail Stop Assignment Recordation Services
Director, U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

CCT-4651.DOC:cb
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PATENT
REEL: 014201 FRAME: 0982

**CERTIFICATE OF MERGER
OF
CELL ANALYTICS INC. (Delaware)
WITH AND INTO
ALLVIVO, INC. (Delaware)**

This Certificate of Merger is filed by allvivo, Inc., a Delaware corporation, in accordance with the provisions of Section 251(c) of the General Corporation Law of the State of Delaware.

I.

The name of the corporation proposing to merge is Cell Analytics Inc., a Delaware corporation (the "Merging Corporation"), and the name of the corporation into which the Merging Corporation proposes to merge is allvivo, Inc., a Delaware corporation (the "Surviving Corporation").

II.

An Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Merging Corporation and the Surviving Corporation in accordance with Section 251 of the General Corporation Law of the State of Delaware.

III.

The name of the Surviving Corporation immediately prior to the Effective Time (as defined below) is "allvivo, Inc." and the name of the Surviving Corporation immediately after the Effective Time shall be "allvivo, Inc."

IV.

The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation immediately after the Effective Time.

V.

The executed Agreement is on file at the offices of the Surviving Corporation located at 2800 Milan Court, Suite 119, Birmingham, Alabama 35211.

VI.

The Surviving Corporation will furnish a copy of the Agreement to any stockholder of the Merging Corporation or Surviving Corporation upon request and without cost.

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VII.

The Merger shall become effective at 11:59:59 P.M. on the date this Certificate of Merger is filed with the Secretary of State of the State of Delaware (the "Effective Time").

IN WITNESS WHEREOF, the undersigned hereby acknowledges, by setting his hand hereunto on this ~~20th~~ day of September, 2001, that this Certificate of Merger is the act and deed of the Corporation and that the facts stated herein are true.

Allvivo, Inc.

By: G. Michael Alder

Name: G. Michael Alder

Title: Acting President and Chief Executive Officer

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State of Delaware

Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"CELL ANALYTICS INC.", A DELAWARE CORPORATION,

WITH AND INTO "ALLVIVO, INC." UNDER THE NAME OF "ALLVIVO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1366338

010480876

DATE: 09-28-01