


Client Code: MPEX.008DV16

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

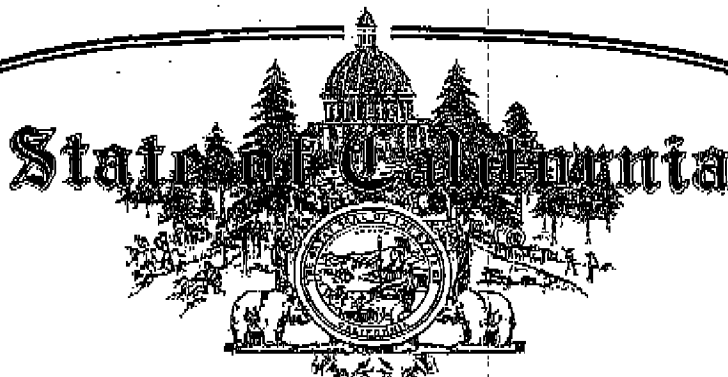
To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>Mpex Bioscience Inc.</p> <p>Additional name(s) of conveying party(ies) attached?</p> <p>() Yes (X) No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Mpex Pharmaceuticals, Inc.</p> <p>Street Address: 5500 Campanile Drive</p> <p>City: San Diego State: California</p> <p>ZIP: 92182-4614</p> <p>Additional name(s) of receiving party(ies) attached?</p> <p>() Yes (X) No</p>
<p>3. Nature of conveyance:</p> <p>() Assignment () Security Agreement</p> <p>() Merger (X) Change of Name</p> <p>() Other:</p> <p>Execution Date: (List as in section 1 if multiple signatures)</p> <p>September 30, 2003</p>	<p>4. US or PCT Application number(s) or US Patent number(s):</p> <p>(X) Patent Application No.: 10/156,902</p> <p>Filing Dates: 5/28/2002</p> <p>Additional numbers attached? (X) No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995</p> <p>Address: Knobbe, Martens, Olson & Bear LLP 2040 Main Street, 14th Floor Irvine, California 92614</p> <p>Return Fax: (949) 760-9502</p> <p>Attorney's Docket No.: MPEX.008DV16</p>	<p>6. Total number of applications and patents involved: 1</p>
<p>7. Total fee (37 CFR 1.21(h)): \$40</p> <p>(X) Authorized to be charged to deposit account</p>	<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>
<p>9. Statement and signature.</p> <p>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.</p> <p><u>Marc C. Baumgartner</u> Name of Person Signing</p> <p><u>53,976</u> Registration No.</p> <p><u></u> Signature</p> <p><u>12/6/04</u> Date</p> <p>Total number of pages including cover sheet, attachments and document: 3</p>	

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
 Director, U.S. Patent and Trademark Office
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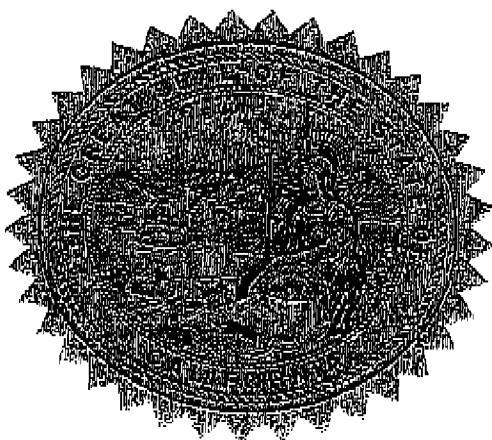
**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 28 2003



Kevin Shelley
Secretary of State

A0603385

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 09 2003

KEVIN SHELLEY
Secretary of State**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
MPEX BIOSCIENCE, INC.
A California Corporation**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of MPEX BIOSCIENCE INC.
2. Article 1 of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is MPEX PHARMACEUTICALS, INC.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Article of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is as follows:

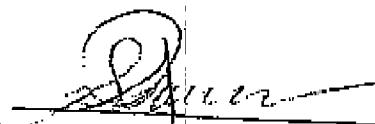
A) Common Stock 3,307,000
B) Series A Preferred Stock 4,000,000

The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the Common Stock and more than 50% of the Series A Preferred Stock.

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: 9/30/03


William Gerhart, President


Scott Pancoast, Secretary

