

Form PTO-1595 (Rev. 10/02) RECORDATION FORM COVER SHEET PATENTS ONLY U.S. DEPARTMENT OF COMMERCE U.S. 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): University License Equity Holdings, Inc. (f/k/a University Technology Corporation) Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: The Regents of the University of COLORADO, A 15004 CORPORATE Internal Address: Campus Box 588 SYS

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [X] Change of Name [] Other Execution Date: 02/15/2005

Street Address: 4001 Discovery Drive, Suite 390 City: Boulder State: CO Zip: 80309 Additional name(s) & address(es) attached? [] Yes [X] No

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) B. Patent No.(s) 6,356,864

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Annalisa Philbin, Esq. Internal Address: Campus Box 588 SYS Street Address: 4001 Discovery Drive, Suite 390 City: Boulder State: CO Zip: 80309

6. Total number of applications and patents involved: [1] 7. Total fee (37 CFR 3.41).....\$ 80 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. David N. Allen, Ph.D. Name of Person Signing Signature Date 17 Feb 05

Total number of pages including cover sheet, attachments, and documents: [9] Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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PATENT ASSIGNMENT

WHEREAS, University License Equity Holdings, Inc., f/k/a University Technology Corporation, having its principle place of business at 4001 Discovery Drive, Suite 390, Boulder, Colorado 80303, hereinafter referred to as "Assignor," did obtain a United States Patent for an invention entitled "Methods of Analysis and Evaluation of the Semantic Content of a Writing", for which an application for Letters Patent of the United States was filed July 23, 1998, receiving Serial No. 09/121,450, now U.S. Patent No. 6,356,864, issued March 12, 2002, hereinafter referred to as "Patent," and, as the sole owner of said patent, and,

Whereas, The Regents of the University of Colorado, a body corporate, hereinafter referred to as "Assignee," whose patent correspondence address is 4001 Discovery Drive, Suite 390, Campus Box 588 SYS, Boulder, Colorado 80309, is desirous of acquiring the entire right, title and interest in the Patent;

NOW THEREFORE, be it known that the Assignor, for and in consideration of certain good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, at the request of the Assignee, does sell, assign, transfer, and set over unto said Assignee its entire right, title and interest in and to the aforesaid Patent, as well as the invention claimed therein, including any reissues or extensions thereof, for its own use and enjoyment, and for the use of enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made; together with all claims for damages by reason of past, present, or future infringement or other unauthorized use, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignor shall provide to Assignee, its successors, assigns, or other legal representatives, cooperation and assistance at Assignee's reasonable request and reasonable expense (including the execution and delivery of any and all affidavits, declarations, oaths, assignments, or other documentation as may be reasonably required) in the prosecution or defense of any interference, opposition, reexamination, reissue, infringement or other proceedings that may arise in connection with the Patent, including testifying as to any facts relating to the Patent assigned herein and this Patent Assignment; and in the implementation or perfection of this Patent Assignment.

IN WITNESS WHEREOF, the undersigned have executed this Patent Assignment as of the date indicated hereunder.

ASSIGNOR:

UNIVERSITY LICENSE EQUITY HOLDINGS, INC. (f/k/a University Technology Corporation), a Colorado nonprofit corporation

By: David L. Drake
David L. Drake, Executive Director

ASSIGNEE:

THE REGENTS OF THE UNIVERSITY OF COLORADO, a body corporate

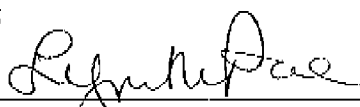
By: David N. Allen
David N. Allen, Ph.D., Associate Vice President for Technology Transfer

Date: 2-15-05

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

Before me, a Notary Public in and for said County and State, personally appeared **David L. Drake**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed.

Given under my hand and seal of office this 15th day of Feb, 2005



Notary Public


My Commission Expires:

My Commission Expires
07/05/2005

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

Before me, a Notary Public in and for said County and State, personally appeared **David N. Allen, Ph.D.**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed.

Given under my hand and seal of office this 17th day of Feb, 2005



Notary Public

My Commission Expires:

My Commission Expires
07/05/2005

DNC 19921095969

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

UNIVERSITY TECHNOLOGY CORPORATION

(A Colorado Nonprofit Corporation)

SECTION 477 C
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CHANGE OF
R.O.R.A.

CHANGE OF NAME

The Board of Directors of University Technology Corporation, a Colorado nonprofit corporation (the "Corporation"), hereby adopts and establishes these Amended and Restated Articles of Incorporation, which shall, pursuant to the Colorado Revised Nonprofit Corporation Act, supersede the original Articles of Incorporation and all prior amendments, effective as of the filing of these Articles by the Colorado Secretary of State. The Corporation has no members and thus member action was not required.

The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I
Corporate Name

The name of the Corporation as amended is University License Equity Holdings, Inc.

ARTICLE II
Period of Duration

The duration of the Corporation shall be perpetual.

ARTICLE III
Principal Office, Registered Office and Registered Agent

The principal office for the business of the Corporation shall be located at 4001 Discovery Drive, Suite 390, Campus Box 591, Boulder, Colorado 80309. The address of the registered office of the Corporation is 4001 Discovery Drive, Suite 390, Campus Box 591, Boulder, Colorado 80309, and the name of the registered agent at such address is Jerry Donahue.

ARTICLE IV
Mission, Objects and Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) (hereinafter the "Code") or under the corresponding provision of any future United States Internal Revenue law. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other organizations, entities, or individuals carrying on such activities, subject

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to such limitations as are prescribed by law. The business activities of the Corporation shall be primarily in furtherance or in support of the mission of the Corporation as specified in Colorado Revised Statutes § 23-5-121.

ARTICLE V
Restrictions on Powers

Notwithstanding any other provision of these Articles, the powers of the Corporation are restricted as follows:

a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or (ii) by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Code.

b) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

ARTICLE VI
Membership

The Corporation shall have no members with voting or other rights or powers under the Colorado Revised Nonprofit Corporation Act.

ARTICLE VII
Board of Directors

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of at least five (5) members, appointed in the manner set forth in the Bylaws.

ARTICLE VIII
Officers

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

ARTICLE IX
Private Inurement

No part of the income, principal or net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation or any other private individual (except that reimbursement for expenditures and the payment of reasonable

compensation for services rendered may be made pursuant to authorization from the Board of Directors).

ARTICLE X
Political Activities

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI
Private Foundation Status

Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a "private foundation" within the meaning of Section 509(a) of the Code, then during such time or times:

(a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) The Corporation shall not make any investments that would subject the Corporation to taxation under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

The private property of the officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

ARTICLE XII
Nondiscriminatory Policy

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, sexual orientation or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, sexual orientation or handicap.

ARTICLE XIII
Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets, in kind to the Regents of the University of Colorado, a body corporate, or its successor, if said University or its successor shall then qualify under Section 501(c)(3) of the Code, and if said University or its successor shall not so qualify, then to other organization(s) which then qualify under Section 501(c)(3) of the Code in the field of health care, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

ARTICLE XIV
Liability of Directors

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director's duty of loyalty to the Corporation; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in the making of a loan by the Corporation to any director or officer of the Corporation; (iv) the director's assent to a distribution made in violation of C.R.S. Section 7-133-101 (as it may be amended from time to time) or these Articles and (v) any transaction in which the director directly or indirectly received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XV
Indemnification

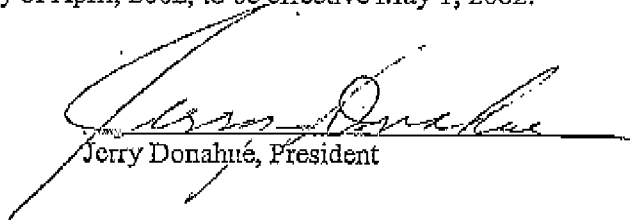
The Corporation may indemnify its directors, officers, employees and agents as permitted by law and the Bylaws of the Corporation.

ARTICLE XVI
Amendments to Articles of Incorporation

Any amendments to these Articles may be proposed by any member of the Board of Directors, except that no amendment shall be made which would change the nature of the

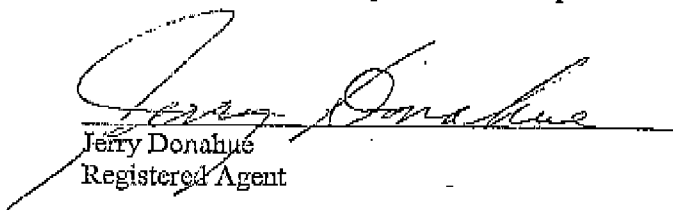
activities to be carried on which would not be permitted by an organization exempt from federal income taxation under Section 501(c)(3) of the Code. The amendment shall be approved by an affirmative vote of two-thirds of the Directors then in office.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this ____ day of April, 2002, to be effective May 1, 2002.



Jerry Donahue, President

The undersigned consents to appointment as the Registered Agent for the Corporation.



Jerry Donahue
Registered Agent