

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/17/2001
CONVEYING PARTY DATA	
Name	Execution Date
Genscape.com, Inc.	05/17/2001
RECEIVING PARTY DATA	
Name:	Genscape, Inc.
Street Address:	301 East Main Street
Internal Address:	Suite 200
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40202
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6771058
CORRESPONDENCE DATA	
Fax Number: (502)587-6391	
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone: 502-587-3400	
Email: dnagle@stites.com	
Correspondent Name: David W. Nagle, Jr.	
Address Line 1: 400 West Market Street	
Address Line 2: Stites & Harbison, Suite 1800	
Address Line 4: Louisville, KENTUCKY 40202	
NAME OF SUBMITTER:	Memorie Stofferahn
Total Attachments: 5	
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Delaware

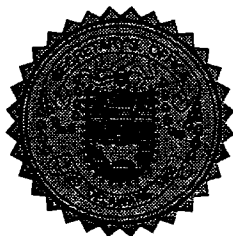
PAGE 1

The First State

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:

"GENSCAPE.COM, INC.", A KENTUCKY CORPORATION,

WITH AND INTO "GENSCAPE, INC." UNDER THE NAME OF "GENSCAPE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MAY, A.D. 2001, AT 12:39 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3389595 8100M

AUTHENTICATION: 1742199

020246485

DATE: 04-25-02
PATENT

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AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization (the "Agreement") dated May 17, 2001 by and between Genscape.com, Inc., a Kentucky corporation ("Genscape, Kentucky"), and Genscape, Inc., a Delaware corporation ("Genscape, Delaware").

WHEREAS

1. Pursuant to the Business Corporation Act of the Commonwealth of Kentucky (the "Kentucky Act") and the General Corporation Law of the State of Delaware (the "Delaware Act"), the Board of Directors of Genscape, Kentucky and Genscape, Delaware have resolved that Genscape, Kentucky be merged with Genscape, Delaware, with the surviving entity being Genscape, Delaware (such Delaware corporation in its capacity as surviving corporation sometimes referred to herein as the "Surviving Entity") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

2. The authorized capital stock of Genscape, Kentucky consists of eight hundred fifty (850) shares of one dollar (\$1.00) par value common stock, of which six hundred twenty-five and eighty-three thousandths (625.083) shares are issued and outstanding.

3. The authorized capital stock of Genscape, Delaware consists of seven thousand (7,000) shares of no par value common stock and three thousand (3,000) shares of preferred stock, of which one (1) share of common stock is issued and outstanding.

4. The Board of Directors of Genscape, Kentucky and Genscape, Delaware have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants set herein, the parties hereto agree in accordance with the Kentucky Act and the Delaware Act that Genscape, Kentucky shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into Genscape, Delaware, which shall be the Surviving Entity, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Approval; Filings; Effects of Merger.

1.1 Genscape, Kentucky Stockholders. The Merger is contingent upon Genscape, Kentucky's stockholders, upon recommendation by its Board of Directors, at a duly called and convened special meeting of its stockholders, approval of this Agreement and the Merger in general.

1.2 Genscape, Delaware Stockholders. The Merger is contingent upon Genscape, Delaware's stockholder, upon recommendation by its Board of Directors, by way of unanimous written consent in lieu of a meeting, approval of this Agreement and the Merger in general.

1.3 Filing of Merger Documents; Effective Date. If (a) this Agreement is approved by the stockholders of Genscape, Kentucky in accordance with the Kentucky Act, (b) this Agreement is approved by the stockholder of Genscape, Delaware in accordance with the Delaware Act, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then this Agreement (or a Certificate of Merger) shall be filed with the Delaware Secretary of State and Articles of Merger (including a copy of this Agreement) shall be filed with the Kentucky Secretary of State. The Merger shall become effective at the time of the filing, which date and time are herein referred to as the "Effective Date."

1.4 Effects of Merger. On the Effective Date, the separate existence of Genscape, Kentucky shall cease, and Genscape, Kentucky shall be merged into Genscape, Delaware which, as the Surviving Entity, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Genscape, Kentucky; and all the rights, privileges, powers, and franchises of Genscape, Kentucky, and all property, real, personal, and mixed, and all debts due to Genscape, Kentucky on whatever account, as well for stock subscriptions and all other things in action or belonging to

Genscape, Kentucky, shall be vested in the Surviving Entity; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of Genscape, Kentucky, and the title to any real estate vested by deed or otherwise, under the laws of Kentucky or any other jurisdiction, in Genscape, Kentucky, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Genscape, Kentucky shall be preserved unimpaired, and all debts, liabilities, and duties of Genscape, Kentucky shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Genscape, Kentucky or the corresponding officers of the Surviving Entity, may, in the name of Genscape, Kentucky, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Entity title to and possession of all Genscape, Kentucky's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement. The Surviving Entity shall retain full limited liability for its shareholders.

2. Name of Surviving Entity: Certificate of Incorporation: Bylaws.

2.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Genscape, Inc.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Genscape, Delaware as in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Entity until changed or amended.

2.3 Bylaws. The Bylaws of Genscape, Delaware, as in effect on the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Entity until amended as provided therein or as provided in the Certificate of Incorporation.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of Genscape, Kentucky into Genscape, Delaware and the nature and amount of securities of Genscape, Delaware, which the stockholders of Genscape, Kentucky are to receive in exchange for such shares are as follows:

3.1 Genscape, Kentucky Stock. Each one (1) share of Genscape, Kentucky common stock issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid and nonassessable share of Genscape, Delaware common stock. Any fractional shares in Genscape, Kentucky shall be converted into a like number of fractional shares of Genscape, Delaware common stock. Any outstanding certificates representing shares of Genscape, Kentucky common stock shall thereafter be cancelled and replaced with a certificate representing shares of Genscape, Delaware common stock.

3.2 Genscape, Delaware Stock Held Prior to the Merger. The one (1) share of Genscape, Delaware common stock issued and outstanding immediately before the Effective Date shall, by virtue of the Merger, cease to exist at the Effective Date.

4. Miscellaneous.

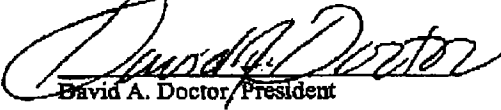
4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger by the mutual agreement of the Board of Directors of Genscape, Kentucky and Genscape, Delaware.

4.2 For the convenience of the parties hereto and to facilitate the execution of this Agreement, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

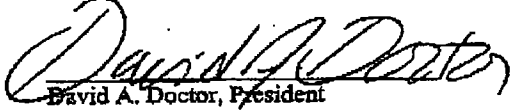
4.3 An executed copy of this Agreement shall remain on file at the office of Genscape, Inc., 105 Davenport Lane, Suite 300 Louisville, Kentucky 40223. A copy of such Agreement shall be provided, without cost, to any stockholder or Genscape, Kentucky or Genscape, Delaware upon request.

IN WITNESS WHEREOF, this Agreement has been executed by Genscape.com, Inc. and Genscape, Inc. on the date first above written by the following duly authorized officers.

Genscape.com, Inc.


David A. Doctor, President

Genscape, Inc.


David A. Doctor, President

**UNANIMOUS CONSENT RESOLUTIONS
IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDER
GENSCAPE, INC.**

May 10, 2001

Acting pursuant to Delaware law, the undersigned, being the sole shareholder of Genscape, Inc. (the "Corporation"), hereby adopts the following resolutions:

RESOLVED, that the shareholder of the Corporation hereby determines that the merger of the Corporation with Genscape.com, Inc., a Kentucky corporation ("Genscape, Kentucky"), upon the terms set forth in the Agreement of Merger and Plan of Reorganization ("Agreement") submitted to the shareholders and recommended by the Corporation's Board of Directors, a copy of which is attached hereto, is in the best interests of the Corporation;

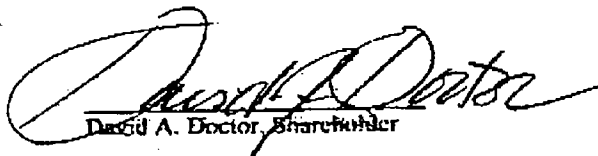
RESOLVED, that the form and contents of the draft of the Agreement to be entered into between the Corporation and Genscape, Kentucky is hereby approved and adopted;

RESOLVED that the shareholder elects the following-named individuals to the Board of Directors of the Corporation, until the election and qualification of their successors:

David A. Doctor	-	Director
Kenneth S. Berryman	-	Director
Sean M. O'Leary	-	Director
Sterling A. Lapinski	-	Director

The undersigned certifies that he constitutes the sole shareholder of the Corporation.

Executed this 10th day of May 2001.


David A. Doctor, Shareholder