

Form PTO-1595 (Rev. 08/05)
OMB No. 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Celleration, Inc.

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

2. Name and address of receiving party(ies)

Name: Celleration, Inc.

Internal Address: _____

Street Address: _____

10250 Valley View Road

City: Eden Prairie

State: Minnesota

Country: United States of America Zip: 55344

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance/Execution Date(s):

Execution Date(s): May 6, 2003

☐ Assignment ☒ Merger ☐ Change of Name

☐ Security Agreement ☐ Joint Research Agreement

☐ Government Interest Assignment

☐ Executive Order 9424, Confirmatory License

☐ Other _____

4. Application or patent number(s):

A. Patent Application No.(s)

See Exhibit A

☐ This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached? ☒ Yes ☐ No

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

Name: Matthew P. Vincent
FISH & NEAVE IP GROUP, ROPES & GRAY
LLP

Internal Address: Atty. Dkt.: 103514-GIP-001

Street Address: One International Place

City: Boston

State: MA Zip: 02110-2624

Phone Number: (617) 951-7739

Fax Number: (617) 951-7050

Email Address: MVincent@ropesgray.com

6. Total number of applications and patents involved:

3

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 120.00

- ☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number 18-1945
Authorized User Name Matthew P. Vincent

9. Signature:



Signature

Melissa S. Rones, Ph.D. - 54,408

Name of Person Signing

March 30, 2007

Date

Total number of pages including cover sheet, attachments, and documents: 9

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being transmitted by facsimile to the Patent and Trademark Office, facsimile no. (571) 273-0140, on the date shown below.

Dated: 3-30-07

Signature: Maura A. Gallagher (Maura A. Gallagher)

Exhibit A

Serial Number	
Application No. 10/815,384	
Application No. 11/168,620	
Application No. 11/473,934	

11D-146

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: CELLERATION, INC.

DE: CELLERATION MERGER SUB, INC.

State of Formation and Name of Surviving Entity:

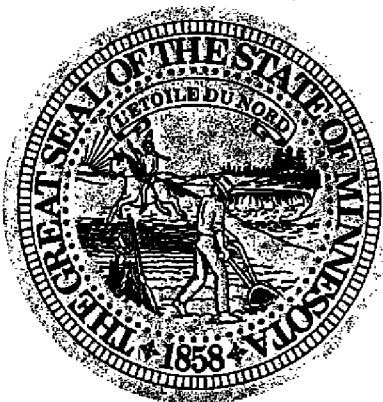
DE: CELLERATION MERGER SUB, INC.

Effective Date of Merger: May 6, 2003

Name of Surviving Entity After Effective Date of Merger:

CELLERATION, INC.

This certificate has been issued on: May 6, 2003.



Mary Kiffmeyer
Secretary of State.

PATENT

REEL: 019098 FRAME: 0925

DC-M-CN - \$80

1110-146¹²

**ARTICLES OF MERGER
OF
CELLERATION, INC.
a Minnesota corporation,
WITH AND INTO
CELLERATION MERGER SUB, INC.
a Delaware corporation**

(Minnesota)

These Articles of Merger, filed pursuant to Section 302A.615 of the Minnesota Business Corporation Act, relate to the merger (the "Merger") of Celleration, Inc., a Minnesota corporation ("Celleration"), with and into Celleration Merger Sub, Inc., a Delaware corporation ("Merger Sub") and are dated May 5, 2003.

FIRST: The Agreement and Plan of Merger dated as of April 21, 2003 (the "Plan of Merger"), between Celleration and Merger Sub, in fully executed form, is attached hereto as Exhibit A. As provided in the Plan of Merger, Merger Sub will continue as the surviving corporation under the corporate name of "Celleration, Inc." ✓
LC

SECOND: The Plan of Merger has been approved by Celleration in accordance with the Minnesota Business Corporation Act.

THIRD: The Merger is permitted by the laws of the State of Delaware, the jurisdiction under which Merger Sub is organized, and the Plan of Merger has been approved by Merger Sub in accordance with the Delaware General Corporation Law.

FOURTH: Merger Sub, the surviving corporation following the Merger, hereby agrees:

(1) that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of a constituent corporation and in a proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against it;

(2) that the Secretary of State of Minnesota shall be and hereby is irrevocably appointed as its agent to accept service of process in any such proceeding, and the address to which process may be forwarded is Celleration, Inc., 6570 Edenvale Boulevard, Eden Prairie, Minnesota 55346, Attention: President; and ✓

(3) that it will promptly pay to any dissenting shareholders of Celleration the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act. ✓

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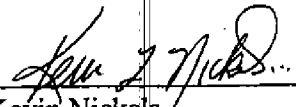
FIFTH: These Articles of Merger may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

* * * * *


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CELLERATION, INC.

By: 
Kevin Nickels
President and Chief Executive Officer

CELLERATION MERGER SUB, INC.

By: 
Kevin Nickels
President and Chief Executive Officer

Delaware

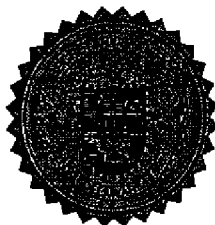
PAGE 1

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:

"CELLERATION, INC.", A MINNESOTA CORPORATION,
WITH AND INTO "CELLERATION MERGER SUB, INC." UNDER THE NAME OF "CELLERATION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MAY, A.D. 2003, AT 10:14 O'CLOCK A.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

3649199 8100M

030291781

AUTHENTICATION: 2401909

DATE: 05-06-03

PATENT
REEL: 019098 FRAME: 0929

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:14 AM 05/06/2003
FILED 10:14 AM 05/06/2003
SRV 030291781 - 3649199 FILE

**CERTIFICATE OF MERGER
OF
CELLERATION, INC.
a Minnesota corporation,
WITH AND INTO
CELLERATION MERGER SUB, INC.
a Delaware corporation**

(Delaware)

The undersigned corporation, Celleration Merger Sub, Inc., a corporation duly organized and existing under the laws of the State of Delaware, does hereby certify as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

Name

State of Incorporation

Celleration, Inc. ("Celleration")
Celleration Merger Sub, Inc. ("Merger Sub")

Minnesota
Delaware

SECOND: That an Agreement and Plan of Merger dated as of April 21, 2003, by and between Celleration and Merger Sub has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the Delaware General Corporation Law.

THIRD: That the surviving corporation of the merger is Merger Sub.

FOURTH: That the Certificate of Incorporation of Merger Sub is the Certificate of Incorporation of the surviving corporation except that the name of the surviving corporation is changed to Celleration, Inc.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, and the address of such principal place of business is 6570 Edenvale Boulevard, Eden Prairie, Minnesota 55346.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of Celleration or Merger Sub.

FROM FAEGRE & BENSON

(TUE) 5. 6. 03 9:05:ST. 9:04/NO 4862015079 P 4

SEVENTH: That the authorized capital stock of the foreign corporation that is party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Celleration	Common Stock	40,000,000	\$.01
Celleration	Series A Preferred	166,666	\$.01
Celleration	Series B Preferred	9,000,000	\$.01
Celleration	Undesignated Preferred	10,833,334	\$.01

EIGHTH: That the merger of Celleration into Merger Sub shall be effective on May 6, 2003 at 5:00 p.m. Central Time.

* * * * *

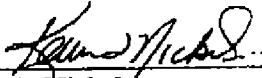
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FROM FAEGRE & BENSON

(TUE) 5. 6. 03 9:05/ST. 9:04/NO. 4862015079 P 5

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the duly authorized officer of Merger Sub this 5th day of May, 2003.

CELLERATION MERGER SUB, INC.

By: 
Kevin Nickels
President and Chief Executive Officer