

Form PTO-1595 (Rev. 08/08)  
OMB No. 0651-0027 (exp. 9/30/2008)

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)

Ferraris Group, Inc.

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

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

Execution Date(s) August 4, 2008

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☒ Change of Name  
☐ Joint Research Agreement  
☐ Government Interest Assignment  
☐ Executive Order 9424, Confirmatory License  
☒ Other Articles of Amendment

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

Name: Bionostics, Inc.

Internal Address: \_\_\_\_\_

Street Address: 7 Jackson Road

City: Devens

State: MA

Country: USA Zip 01434

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

### 4. Application or patent number(s):

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

#### A. Patent Application No.(s)

11/756,716  
11/121,592  
11/588,160

#### B. Patent No.(s)

5,320,965	4,945,062	D558,357
5,304,491	4,843,013	D571,928
1,298,764	4,753,888	
5,045,529	6,900,058	
5,013,666	7,027,931	

Additional numbers attached? ☐ Yes ☒ No

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

Name: Toby H. Kusmer, P.C.

Internal Address: \_\_\_\_\_

Street Address: McDermott Will & Emery LLP

28 State Street

City: Boston

State: MA Zip 02109

Phone Number: 617-535-4000

Fax Number: 617-535-3800

Email Address: bostonipdocket@mwe.com

### 6. Total number of applications and patents involved: 15

### 7. Total fee (37 CFR 1.21(h) & 3.41) \$ 600

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

### 8. Payment Information

Deposit Account Number 501133

Authorized User Name Toby H. Kusmer

### 9. Signature:

/THK/

Signature

23 September 2008

Date

Toby H. Kusmer, P.C.

Name of Person Signing

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

10

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, V.A. 22313-1450

CH \$600.00 501133 11756716

700385324

PATENT  
REEL: 021570 FRAME: 0158

**D  
PC****The Commonwealth of Massachusetts****William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

**Articles of Amendment**

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

(1) Exact name of corporation: FERRARIS GROUP, INC.(2) Registered office address: 7 JACKSON ROAD, DEVENS, MASSACHUSETTS 01434

(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): ARTICLE I

(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: August 4, 2008

(month, day, year)

(5) Approved by:

(check appropriate box)

- ☐ the incorporators.
- ☐ the board of directors without shareholder approval and shareholder approval was not required.
- ☒ the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

ARTICLE I THE EXACT NAME OF THE CORPORATION IS: BIONOSTICS, INC.

4

To change the number of shares and the par value, \* if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

- (7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: AUGUST 31, 2008 AT 5:00 P. M.

Signed by: \_\_\_\_\_

*(signature of authorized individual)*

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 4th day of AUGUST2008 **PATENT**

REEL: 021570 FRAME: 0161

0510/99 356

## COMMONWEALTH OF MASSACHUSETTS

1062195

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## Articles of Amendment

(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

I hereby certify that upon examination of these articles of amendment, it appears that the provisions of the General Laws relative thereto have been complied with, and the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 21 day of Aug, 20 08, at 2:11 a.m./p.m.

Effective date: AUGUST 31, 2008 AT 5:00 P. M.  
(must be within 90 days of date submitted)

*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum filing fee \$100 per article amended, stock increases \$100 per 100,000 shares, plus \$100 for each additional 100,000 shares or any fraction thereof.

*mp*  
Examiner

*JS*  
Name approval

## TO BE FILLED IN BY CORPORATION

Contact Information:

C

ROGER M. BARZUN, ESQ.

M

P.O. BOX 767

CONCORD MA 01742

Telephone: (978) 287-4275

Email: RBarzun@Verizon.net

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor).  
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

STATE OF THE  
COMMONWEALTH  
2008 AUG 21 PM 2:11  
CORPORATION DIVISION

**FERRARIS GROUP, INC.**

Joint Written Consent in Lieu of a meeting of the Board of Directors and the Sole  
Shareholder of the Company  
As of August 4, 2008

The undersigned, being all of the Directors of Ferraris Group, Inc., a Massachusetts corporation (the "Company"), and the Shareholder holding all of the outstanding shares of the Company, do hereby consent to the adoption of the following resolutions, effective as of the date hereof:

Merge of the subsidiary, Bionostics Inc., into the Company

**RESOLVED:** The Company merge with its wholly-owned subsidiary, Bionostics, Inc., a Massachusetts corporation (the "Merger") and that thereupon the separate existence of Bionostics, Inc. shall cease and the Company shall be the surviving corporation and shall continue its separate existence pursuant to the laws of the Commonwealth of Massachusetts.

The Merger shall become effective on August 31, 2008 at 5:00 p.m. Eastern Daylight Time (the "Effective Time.")

Upon the Effective Time:

- All of the outstanding shares of capital stock of Bionostics, Inc. shall be cancelled without any further action on the part of the Board of Directors or any other person;
- The name of the Corporation shall be changed to Bionostics Inc.;
- The By-laws of Bionostics, Inc. shall be and become the bylaws of the Company;
- The officers and directors of the Company shall remain such until their successors shall be duly elected and qualified; and
- The employees of Bionostics, Inc. shall be and become employees of the Company and shall continue to be entitled to the same rights and benefits that they enjoyed as employees of Bionostics, Inc.

The form of Plan of Merger attached as Exhibit A, is hereby adopted, ratified and approved in all respects.

The amendment of the Articles of Organization of the Company adopted in connection with the Plan of Merger to change the Company's name from Ferraris Group, Inc. to Bionostics, Inc. is hereby approved.

Each of the President, the Treasurer, the Assistant Treasurer, the Secretary and the Assistant Secretary of the Company is hereby authorized for and on behalf of the Company to execute and deliver such agreements, plans, documents, certificates and other writings and to do any and all acts and things as they or any one of them deems necessary, appropriate or advisable to implement this resolution, including, but not limited to voting all of the capital stock of Bionostics, Inc. to approve the Merger.

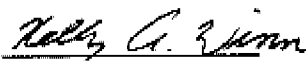
RESOLVED: That the Board of Directors hereby ratifies, confirms, approves, and adopts as the valid and binding acts and deeds of the Corporation any and all deeds of the officers of the Corporation in furtherance of the lawful purposes of the Corporation since December 5, 2007; and be it further

RESOLVED: That this consent may be executed in counterparts, each of which shall be deemed an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first set forth above.

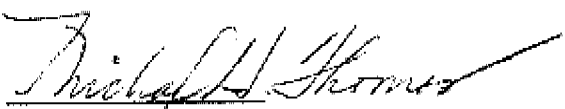
Directors:

  
Michael H. Thomas

  
Kelly A. Winn

Shareholder:

Bionostics Limited

  
Michael H. Thomas  
Director

## Exhibit A



## PLAN OF MERGER

PLAN OF MERGER, dated as of August 4, 2008 (this "*Plan*"), is entered into by and between Ferraris Group, Inc., a Massachusetts corporation ("*FGI*") and its wholly-owned subsidiary, Bionostics, Inc., also a Massachusetts corporation ("*Bionostics*").

WHEREAS Bionostics desires to merge with and into its parent corporation, FGI, so that FGI is the surviving entity, it is hereby agreed as follows:

### 1. The Merger.

1.1 *The Merger.* Subject to the terms and conditions of this Plan and in accordance with the provisions of the Massachusetts Business Corporation Act (the "*MBCA*") at the Effective Time (as defined below) Bionostics shall merge with and into FGI (the "*Merger*") and FGI shall be the surviving entity (in such capacity, the "*Survivor*") and shall continue its corporate existence under the laws of the Commonwealth of Massachusetts. At the Effective Time, the separate existence of Bionostics shall cease.

1.2 *Filing and Effectiveness.* The Merger shall be effected by the filing of Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts, and shall become effective at 5:00 p.m. Eastern Daylight Time on August 31, 2008.

### 2. The Survivor.

2.1 *Articles of Organization.* The Articles of Organization of FGI as in effect immediately prior to the Merger shall continue as the Articles of Organization of the Survivor except that pursuant to the Articles of Merger, Article I of FGI's Articles of Organization shall be amended to read as follows:

#### Article I

The exact name of the corporation is: BIONOSTICS, INC.

2.2 *By-laws.* The By-laws of Bionostics as in effect immediately prior to the Merger shall be and become the By-laws of the Survivor.

2.3 *Directors and Officers.* The directors and officers of FGI immediately prior to the Effective Time shall continue to be the directors and officers of the Survivor.

2.4 *Employees.* Employees of Bionostics immediately prior to the Effective Time shall be and become the employees of the Survivor and shall continue to be entitled to the same rights and benefits that they enjoyed as employees of Bionostics.

3. **Cancellation of Shares.** Since all of the outstanding shares of capital stock of FGI are owned by Bionostics Limited and all of the outstanding shares of capital stock of Bionostics are owned by FGI, at the Effective Time, by virtue of the Merger and without the surrender of stock certificates or any other action by Bionostics Limited or by any other persons, all outstanding shares of Bionostics shall be cancelled and Bionostics Limited shall remain the sole stockholder of the Survivor.

### 4. General.

4.1 *Effect of the Merger.* The effect of the Merger shall be as set forth in Section 11.07 of Chapter 156D of the MBCA.

4.2 *Further Assurances.* If, at any time after the Effective Time, the Survivor shall consider or be advised that any further deeds, assignments or assurances in law or in any other things are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Survivor, the title to any property rights of Bionostics or FGI acquired or to be acquired by reason, or as the result of, the Merger, Bionostics and FGI and their officers and directors shall and will execute and deliver all such deeds, assignments and assurances in law and do all things necessary, appropriate or advisable to vest, perfect or confirm title to such property

or rights in the Survivor and otherwise to carry out the purpose of the Merger, and the officers and directors of Bionostics and FGI and the officers and directors of the Survivor are fully authorized in the name of Bionostics, FGI, the Survivor or otherwise to take any and all such action.

4.3 *Counterparts.* This Plan may be executed in several counterparts, each one of which shall be an original, and all of which together shall constitute but one and the same document.

4.4 *Governing Law.* This Plan shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the day and year first above written.

Ferraris Group, Inc.

By:

  
Michael H. Thomas, President

Bionostics, Inc.

By:

  
Michael H. Thomas, President