

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
LizardTech, Inc.	03/07/2005
RECEIVING PARTY DATA	
Name:	Celartem, Inc.
Street Address:	1008 Western Avenue
Internal Address:	Suite 200
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11748464
CORRESPONDENCE DATA	
Fax Number:	(206)224-0779
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(206)682-8100
Email:	efiling@cojk.com
Correspondent Name:	Kevan L. Morgan, Esq.
Address Line 1:	Christensen O'Connor Johnson Kindness
Address Line 2:	1420 Fifth Avenue, Suite 2800
Address Line 4:	Seattle, WASHINGTON 98101-2347
ATTORNEY DOCKET NUMBER:	LIZA129582
NAME OF SUBMITTER:	Kevan L. Morgan
Total Attachments: 8 source=29582_Certificate_of_Merger#page1.tif source=29582_Certificate_of_Merger#page2.tif	

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UNITED STATES OF AMERICA

# The State of Washington



Secretary of State

## CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

CELARTEM, INC.  
(formerly LIZARDTECH, INC.)  
WA Profit Corporation  
UBI: 601-811-385  
Filing Date: March 8, 2005

Merging Entities:

602-104-637      CELARTEM TECHNOLOGY USA INC.



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

PATENT

REEL: 022192 FRAME: 0817

**ARTICLES OF MERGER  
OF**

**CELARTEM TECHNOLOGY USA, INC.  
a Delaware corporation**

**with and into**

**LIZARDTECH, INC.  
a Washington Corporation**

**FILED  
SECRETARY OF STATE**

**MAR 08 2005  
STATE OF WASHINGTON**

Pursuant to Section 23B.11.050 of the Washington Business Corporation Act ("WBCA"), LizardTech, Inc., a Washington corporation (the "Surviving Corporation"), submits these Articles of Merger for filing:

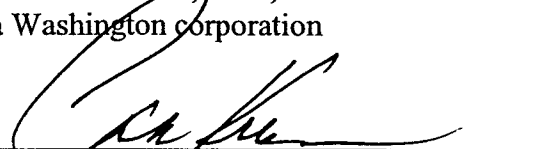
1. The constituent corporations in the merger (the "Merger") are Celartem Technology USA, Inc., a Delaware corporation (the "Merging Corporation") and LizardTech, Inc., a Washington corporation. The Merging Corporation shall be merged with and into LizardTech, Inc. in the Merger and the surviving corporation shall be LizardTech, Inc.
2. An Agreement and Plan of Merger (the "Plan") dated as of March 7, 2005 has been adopted by the directors of each of Celartem Technology USA, Inc. and LizardTech, Inc. A copy of the Plan is attached hereto as *Exhibit A* and is incorporated herein by reference.
3. The Plan has been executed and acknowledged by each of the constituent corporations in accordance with applicable law. The Plan was duly adopted and approved by the sole shareholder of the Surviving Corporation by consent in accordance with Sections 23B.11.030 and 23B.07.040 of the Washington Business Corporation Act and by the sole shareholder of the Merging Corporation in accordance with Delaware General Corporation Law Section 253.
4. Article I of the Surviving Corporation's Articles of Incorporation shall be amended to read as follows:

"The name of this corporation is Celartem, Inc."

Dated as of March 7, 2005.

**SURVIVING CORPORATION:**

**LIZARDTECH, INC.,  
a Washington corporation**

  
Case Kuehn  
Chief Operating Officer

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER .**

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**AGREEMENT AND PLAN OF MERGER OF**  
**CELARTEM TECHNOLOGY USA, INC.**  
**a Delaware corporation,**

**with and into**

**LIZARDTECH, INC.**  
**a Washington corporation**

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is entered into as of the 7<sup>th</sup> day of March, 2005, in accordance with Section 252 of the Delaware General Corporation Law ("DGCL"), as amended and Section 23B.11.070 of the Washington Business Corporation Act ("WBCA"), by and between Lizardtech, Inc., a Washington corporation (the "Surviving Corporation"), and Celartem Technology USA, Inc., a Delaware corporation (the "Merging Corporation"). The Surviving Corporation and the Merging Corporation are sometimes collectively referred to hereinafter as the "Constituent Corporations."

**RECITALS**

A. The respective boards of directors and shareholders of the Merging Corporation and the Surviving Corporation have determined it in the best interest of each respective Constituent Corporation to merge (the "Merger") the Merging Corporation with and into the Surviving Corporation.

B. The Constituent Corporations desire the Merger to be effected pursuant to the terms and conditions of this Merger Agreement.

**AGREEMENT**

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, the parties hereto agree as follows:

1. General.

1.1 The Merger. On the Effective Date (as herein defined) of the Merger, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall survive such Merger.

1.2 Articles of Incorporation and Bylaws. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be

the Articles of Incorporation of the Surviving Corporation, except that Article I thereof shall be amended to read as follows:

“The name of this corporation is Celartem, Inc.”

The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation.

1.3 Directors and Officers. The directors and officers of the Surviving Corporation in office immediately prior to the Effective Date shall remain in office, until their successors shall have been elected and qualified.

1.4 Property and Liabilities of Constituent Corporations. The Surviving Corporation, from and after the Effective Date, shall possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; all rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, of and debts due to either of the Constituent Corporations on whatever account as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all other interests shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations thenceforth shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against any of the Constituent Corporations may be prosecuted to judgment or decree as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

1.5 Further Assurances. The Merging Corporation agrees that, at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all the property, rights, privileges, powers, franchises and interests referred to in this Section 1 herein and otherwise to carry out the intent and purposes hereof.

1.6 Effective Date and Time. This Merger Agreement shall become effective at 11:59 p.m. Pacific Time on March 8, 2005 or, if later, the day on which an executed counterpart of a Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware in the manner required by the General Corporation Law of the State of Delaware or the day on which an executed counterpart of Articles of Merger containing this Merger Agreement are filed with the Secretary of State of Washington in the manner required by the Business Corporation Act of the State of Washington (the "Effective Date").

2. Conversion of Securities on Merger.

2.1 Stock of Merging Corporation. The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation shall be as follows: (a) each of the issued and outstanding shares of Celartem Technology USA, Inc. shall automatically and without any action on the part of the holder thereof be cancelled upon the Merger, and the certificates representing such shares shall be surrendered and cancelled, and (b) the issued and outstanding shares of the Surviving Corporation, currently owned by Celartem Technology USA, Inc., shall be owned by Celartem Technology, Inc., a Japanese corporation.

3. Service of Process.

3.1 Delaware Service of Process. The Surviving Corporation may be served with process in the State of Delaware in any processing for enforcement of any obligation of Celartem Technology USA, Inc. as well as for enforcement of any obligations of the Surviving Corporation arising from the merger, including any suit or other proceedings to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code and it hereby irrevocably appoints the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1008 Western Avenue, Suite 200, Seattle, WA 98104, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall send by registered mail to the Surviving Corporation at the above address.

4. Miscellaneous.

4.1 Authority of Officers and Directors of Surviving Corporation. The officers and directors of the Surviving Corporation are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of the Merger, including Articles of Merger pursuant to Section 23B.11.050 of WBCA and a Certificate of Ownership and Merger pursuant to Section 253



of DGCL. They shall be held harmless by the Surviving Corporation for any action under this Plan taken in good faith and any liability so incurred by them shall be that of the Surviving Corporation.

4.2 Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which taken together shall constitute one Merger Agreement.

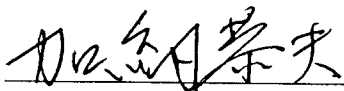
*[remainder of page intentionally left blank]*

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement and Plan of Merger as of the date and year first above written.

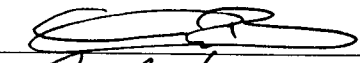
**MERGING CORPORATION:**

CELARTEM TECHNOLOGY USA, INC.,  
a Delaware corporation

By:   
Its: YASUO KANO  
CHAIRMAN

**SURVIVING CORPORATION:**

LIZARDTECH, INC.,  
a Washington corporation

By:   
Its: President and CEO

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