

10-14-2009

10/13/09



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To the Director of the U.S. Patents and Trademark Office

Documents or the new address(es) below.

1. Name of conveying party(ies):
Vircion, Incorporated

2. Name and address of receiving party(ies)

Name: Spawn Labs, Inc.

Internal Address:

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

Street Address: 2100 Kramer Lane, Suite 800

3. Nature of conveyance:
Execution Date(s) 07/08/09

- Assignment Merger
- Security Agreement Change of Name
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

City: Austin

State: TX

Country: USA Zip: 78758

Additional Name(s) & address(es) attached? Yes No

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

This document is being filed together with a new application.

A. Patent Application No.(s)
11761,168

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: O'Keefe, Egan, Peterman & Enders, LLP

Internal Address:

Street Address: 1101 S. Capital of Texas Highway
Building C, Suite 200

City: Austin

State: TX Zip: 78746

Phone Number: (512) 347-1611

Fax Number: (512) 347-1615

Email Address: bpeterman@oepelaw.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- 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 10-1205 40.00 0P
Authorized User Name SPLB:002

9. Signature :

Brian W. Peterman
Signature

10-6-09
Date

Brian W. Peterman

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

5

Name of Person Signing

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

Delaware

PAGE 1

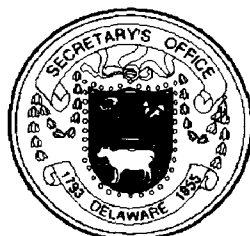
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "VIRCION, INCORPORATED", CHANGING ITS NAME FROM "VIRCION, INCORPORATED" TO "SPAWN LABS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2009, AT 6:17 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3899171 8100

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7406706

DATE: 07-08-09

PATENT
REEL: 023369 FRAME: 0560

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
VIRCION, INCORPORATED

Vircion, Incorporated, a corporation organized and existing under the laws of the State of Delaware, certifies that:

1. The name of the corporation is Vircion, Incorporated. The corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 17, 2004, under the name Vircion Incorporated.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and has been duly approved by the written consent of the stockholders of the corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Vircion, Incorporated has caused this Amended and Restated Certificate of Incorporation to be signed by David Wilson, a duly authorized officer of the corporation, on July 1, 2009.

/s/ David Wilson
David Wilson,
President and Chief Executive Officer

EXHIBIT A

ARTICLE I

The name of the corporation is Spawn Labs, Inc. (the "Company").

ARTICLE II

The address of the Company's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808. The name of its registered agent at such address is the Corporation Service Company.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 25,000,000 with par value of \$0.0001 per share.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE VII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative

or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

Except as provided in **Article VII** above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.