

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
DXCON, Inc.	07/09/2009
RECEIVING PARTY DATA	
Name:	Nexus DX, Inc.
Street Address:	6759 Mesa Ridge Road, Suite 100
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11677559
CORRESPONDENCE DATA	
Fax Number:	(202)842-7899
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2028427800
Email:	zpatdcdocketing@cooley.com
Correspondent Name:	Cooley LLP
Address Line 1:	777 6th Street, NW
Address Line 2:	ATTN: Patent Group
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001
ATTORNEY DOCKET NUMBER:	NEXU-002/03US 312502-2046
NAME OF SUBMITTER:	Mark L. Hayman
Total Attachments: 12 source=NEXU01100JSAmendedCertificateOfIncorporationChangeOfNameToNEXUSDXInc#page1.tif source=NEXU01100JSAmendedCertificateOfIncorporationChangeOfNameToNEXUSDXInc#page2.tif source=NEXU01100JSAmendedCertificateOfIncorporationChangeOfNameToNEXUSDXInc#page3.tif source=NEXU01100JSAmendedCertificateOfIncorporationChangeOfNameToNEXUSDXInc#page4.tif	

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Delaware

PAGE 1

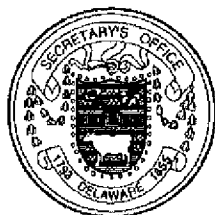
The First State

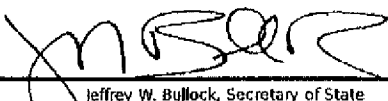
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "DXCON, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NEXUS DX, INC.", THE NINTH DAY OF JULY, A.D. 2009, AT 6:19 O'CLOCK P.M.

4645875 8320

090687451

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7410502

DATE: 07-09-09

PATENT
REEL: 024457 FRAME: 0879

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 CERTIFICATE OF AMENDMENT OF "DXCON, INC.", CHANGING ITS NAME FROM "DXCON, INC." TO "NEXUS DX, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JULY, A.D. 2009, AT 6:19 O'CLOCK P.M.

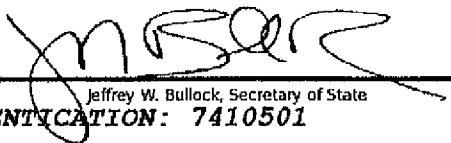
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4645875 8100

090687451

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7410501

DATE: 07-09-09

PATENT
REEL: 024457 FRAME: 0880

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:33 PM 07/09/2009
FILED 06:19 PM 07/09/2009
SRV 090687451 - 4645875 FILE

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DXCON, INC.
a Delaware corporation**

DxCon, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

FIRST: The Board of Directors of the Company duly adopted resolutions proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Company (the "Certificate"), directing that said amendment be submitted to the stockholders of the Company for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article I of the Certificate is hereby amended and restated in its entirety to read as follows:

"ARTICLE I

The name of this corporation is Nexus Dx, Inc."

SECOND: That thereafter, the holders of the necessary number of shares of capital stock of the Company gave their written consent in favor of the foregoing amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation to be signed this 9th day of July, 2009.



William Gerber, M.D.
President

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 "DXCON, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2009, AT 1:52 O'CLOCK P.M.

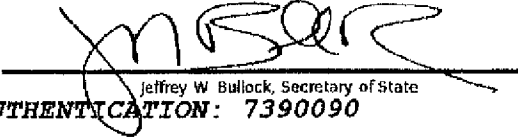
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4645875 8100

090657295

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7390090

DATE: 06-29-09

PATENT
REEL: 024457 FRAME: 0883

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DXCON, INC.

DxCon, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

A. The original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on January 16th, 2009.

B. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL").

C. The Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of this corporation is DxCon, Inc.

ARTICLE II

The address of the registered office of the Company in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, DE 19808. The name of its registered agent at that address is 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 DGCL.

ARTICLE IV

A. **Classes of Stock.** The Company is authorized to issue two classes of stock, designated, respectively, as "Common Stock" and "Series A Preferred Stock." The Company is authorized to issue a total of 10,000,000 shares of Common Stock, with a par value of \$0.0001 per share. The Company is authorized to issue 7,000,000 shares of Series A Preferred Stock, with a par value of \$0.0001 per share, having the rights, preferences, privileges and restrictions provided in Article IV(B).

B. **Rights, Privileges, Preferences and Powers of Series A Preferred Stock.** The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article IV(B).

(a) **Definitions.** For purposes of this Amended and Restated Certificate of Incorporation, the following definitions shall apply:

(1) "Change of Control" means the occurrence of any of the following events: (i) a consolidation or merger of the Company, with or into any other corporation or corporations in which the stockholders of the Company as of immediately prior to such consolidation or merger, do not continue to hold at least a 50% interest in the surviving entity; or (ii) the sale, lease or other disposition, in a single transaction or in a series of related transactions, of all or substantially all of the assets of the Company to any Person or Group.

(2) "Group" means two or more Persons acting as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of the applicable securities referred to herein.

(3) "Original Issue Price" shall mean \$1.00 per share.

(4) "Person" means any natural person, company, corporation, limited liability company, general partnership, limited partnership, trust, proprietorship, joint venture, business organization or government, political subdivision, agency or instrumentality.

(b) Dividend Provisions. The holders of the shares of Series A Preferred Stock shall be entitled to receive cumulative dividends at the rate of eight percent (8%) of the Original Issue Price per annum which shall accrue (whether or not declared) on each outstanding share of Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the date of issuance of such share, the "Series A Accruing Dividends"). Such dividends shall accrue from the date of issuance of each share of Series A Preferred Stock, whether or not declared and whether or not there shall be accumulated earnings and profits available for the payment of dividends in any particular fiscal year. For so long as any shares of Series A Preferred Stock are outstanding, the Company shall not pay or declare any dividend, whether in cash or property, or make any other distribution on the Common Stock, or any series or class of capital stock, or purchase, redeem or otherwise acquire for value any shares of Common Stock or class of capital stock unless and until all Series A Accruing Dividends shall have been paid in full or declared and set apart. Subject to the foregoing sentence, the Series A Accruing Dividends shall be payable only if, as and when declared by the Board of Directors.

(c) Liquidation.

(1) Preference. In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or funds of the Company to the holders of Common Stock, by reason of its ownership thereof, a payment in the amount of \$1.00 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations or the like on, or affecting the Series A Preferred Stock, the "Liquidation Preference"). If, upon the occurrence of such event, the assets and funds thus distributed to the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full Liquidation Preference, then the entire assets and funds of the Company legally

available for distribution shall be distributed to the holders of the shares of Series A Preferred Stock.

(2) **Remaining Assets.** Upon the completion of the distribution required by Section IV(B)(c)(1), any remaining assets or funds of the Company available for distribution to stockholders shall be distributed among the holders of Common Stock and Series A Preferred Stock pro rata based on the number of shares of Common Stock or Series A Preferred Stock held by each holder of Common Stock or Series A Preferred Stock.

(3) **Valuation of Consideration.** Subject to the following provisions of this Section IV(B)(c)(3), the value of any assets, securities or other property (other than cash) to be received by stockholders of the Company pursuant to Section IV(B)(c) shall be equal to the fair market value thereof, as determined in good faith by a majority of the Board of Directors (taking into account, if applicable, any restrictions on the free marketability of such assets, securities or other property, arising under applicable securities laws or otherwise, except that any securities to be distributed to stockholders in any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, shall be valued as follows:

(A) The method of valuation of securities not subject to investment letter or other similar restrictions on free marketability shall be as follows:

(I) if the securities are then traded on a national securities exchange or the Nasdaq National Market (or a similar national quotation system), then the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 30-day period ending three days prior to the distribution; and

(II) if actively traded over-the-counter, then the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the 30-day period ending three days prior to the distribution; and

(III) if there is no active public market, then the value shall be the fair market value thereof, as determined in good faith by a majority of the Board of Directors.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in subsections (A)(I), (A)(II) or (A)(III) of this Section IV(B)(c)(3) to reflect the approximate fair market value thereof, as determined in good faith by a majority of the Board of Directors.

(d) **Notice of Transaction.** The Company shall give the holders of record of Series A Preferred Stock written notice of any proposed dissolution, liquidation or winding up of the Company not later than 20 days prior to the earlier of (i) the date on which any meeting of the stockholders of the Company is to be held for the purpose of considering and voting upon such action or transaction and (ii) the date on which the rights of such holders to receive any assets, securities or other property (including cash) in connection therewith will be fixed. Such notice shall describe the material terms and

conditions of the proposed action or transaction, and the Company shall thereafter give such holders prompt notice of any material changes to such terms and conditions. The action or transaction shall in no event be effected sooner than 20 days after the Company has given the first notice provided for herein or sooner than 20 days after the Company has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of the outstanding share of Series A Preferred Stock.

(e) Conversion Rights.

(1) Subject to and in compliance with the provisions of this Section 5, any shares of Series A Preferred Stock may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled upon conversion shall be the product obtained by multiplying the Conversion Rate by the number of shares of Series A Preferred Stock being converted. The conversion rate in effect at any time for conversion of the Series A Preferred Stock (the "Conversion Rate") shall be the quotient obtained by dividing the Original Issue Price by the Conversion Price. The initial "Conversion Price" shall be \$1.00.

(2) In the event of a Change in Control of the Company, each share of Series A Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Common Stock at the Conversion Rate then in effect for such share at the time of the Change in Control.

(3) No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Company shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board. For such purpose, all shares of Series A Preferred Stock held by each holder of Series A Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall either (i) surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Series A Preferred Stock or (ii) notify the Company or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates, and shall give written notice to the Company at such office that he elects to convert the same.

(f) Voting Rights. The holders of Series A Preferred Stock and the holders of Common Stock shall vote together as a single class except as otherwise required herein or by the DGCL.

C. Common Stock.

(a) Dividend Rights. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of

Directors in its sole discretion, subject to provisions of law, any provision of this Amended and Restated Certificate of Incorporation and the relative rights and preferences of any shares of Series A Preferred Stock authorized and issued hereunder, provided that any dividend declared or paid shall be declared and paid in an equal amount on each share of the Common Stock.

(b) **Liquidation**. In the event of any liquidation, dissolution or winding up of the Company, the assets of the Company shall be distributed pursuant to Section IV(B)(c).

(c) **Voting Rights**. The holders of Series A Preferred Stock and the holders of Common Stock shall vote together as a single class except as otherwise required herein or by the DGCL.

ARTICLE V

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not limitation of the powers conferred by statute, the Board of Directors of the Company is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Company.

ARTICLE VI

The number of directors of the Company shall be fixed from time to time in a manner provided in the Bylaws or any amendment thereof duly adopted by the Board of Directors or by the stockholders. Elections of directors need not be by written ballot unless the Bylaws of the Company shall so provide.

ARTICLE VII

The Company is to have perpetual existence.

ARTICLE VIII

The management of the business and the conduct of the affairs of the Company shall be vested in the Board of Directors.

ARTICLE IX

Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. The books of the Company may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Company.

ARTICLE X

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, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after approval by the stockholders of the Company of this Article X to authorize any 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 DGCL as so amended.

Any repeal or modification of the foregoing provisions of this Article X by the stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time, or increase the liability of any director of the Company with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE XI

To the fullest extent permitted by applicable law, this Company is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which the DGCL permits this Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to this Company, its stockholders, and/or others.

Any repeal or modification of any of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this Company with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

ARTICLE XII

The name and mailing address of the Incorporator of the Company is:

David Sikes
555 California Street, Suite 2600
San Francisco, CA 94104

ARTICLE XIII

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 the DGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

(The Remainder of This Page Intentionally Left Blank.)

IN WITNESS WHEREOF, DxCon, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by its President as of June 29, 2009.

DXCON, INC.

By: /s/ William Gerber

Name: William Gerber

Title: President

(Signature Page to Amended and Restated Certificate of Incorporation)