

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT				
NATURE OF CONVEYANCE:	MERGER				
EFFECTIVE DATE:	09/17/2002				
CONVEYING PARTY DATA					
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Transcept OpenCell, Inc.</td> <td>09/16/2002</td> </tr> </tbody> </table>		Name	Execution Date	Transcept OpenCell, Inc.	09/16/2002
Name	Execution Date				
Transcept OpenCell, Inc.	09/16/2002				
RECEIVING PARTY DATA					
Name:	Opencell Corp.				
Street Address:	22 Cotton Road				
City:	Nashua				
State/Country:	NEW HAMPSHIRE				
Postal Code:	03063				
PROPERTY NUMBERS Total: 1					
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Application Number:</td> <td>13614408</td> </tr> </tbody> </table>		Property Type	Number	Application Number:	13614408
Property Type	Number				
Application Number:	13614408				
CORRESPONDENCE DATA					
Fax Number:	9524650771				
Email:	docketing@fogglaw.com				
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>					
Correspondent Name:	Fogg & Powers LLC				
Address Line 1:	5810 W 78th St				
Address Line 2:	Suite 100				
Address Line 4:	Minneapolis, MINNESOTA 55439				
ATTORNEY DOCKET NUMBER:	100.755US06				
NAME OF SUBMITTER:	Emily J. Reller				
Total Attachments: 3 source=00320510#page1.tif source=00320510#page2.tif source=00320510#page3.tif					

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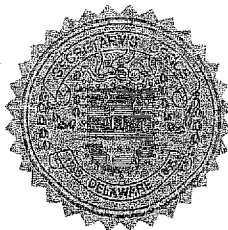
Delaware

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:

"TRANSCEPT OPENCELL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "OPENCELL CORP." UNDER THE NAME OF "OPENCELL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 10:15 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2287539

3337677 8100M

030093080

DATE: 03-04-03

PATENT

REEL: 028960 FRAME: 0420

CERTIFICATE OF MERGER
OF
TRANSCPT OPENCELL, INC.
INTO
OPENCELL CORP.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Transcept OpenCell, Inc.	Delaware
OpenCell Corp.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is OpenCell Corp.

FOURTH: That the Certificate of Incorporation of OpenCell Corp., a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 510 Bering Drive, Suite 500, Houston, Texas 77057

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: September 16, 2002.

OpenCell Corp., a Delaware corporation

By: 
E. Blake Hawk, Executive Vice President