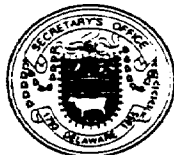


Office of the Secretary of State

I, EDWARD J. FREEL, 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 "BIT ACQUISITION CORP.", CHANGING ITS NAME FROM "BIT ACQUISITION CORP." TO "NEXELL THERAPEUTICS INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1998, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2793683 8100

981072438

AUTHENTICATION:

8939338

DATE:

02-25-98

TRADEMARK

REEL: 1806 FRAME: 0153

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BIT ACQUISITION CORP.**

The undersigned DOES HEREBY CERTIFY as follows:

FIRST: The name of the corporation (which is hereinafter referred to as the "Corporation") is BIT Acquisition Corp.

SECOND: The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of Delaware on September 8, 1997.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended by deleting Article First thereof in its entirety and substituting in lieu thereof the following:

"FIRST: The name of the corporation (the "Corporation") is:
Nexell Therapeutics Inc."

FOURTH: In lieu of a meeting and vote of stockholders, the stockholders of the Corporation have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FIFTH: The aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation of the Corporation has been signed, and the statements it contains affirmed as true, as of the 24TH day of February, 1998.

BIT ACQUISITION CORP.

By:  _____

John Osth
Chief Operating Officer
Authorized Person