

11-02-1998

1/ER SHEET



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To the Hon. Commissioner of Patents & Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Bit Acquisition Corp. **10-23-98**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
 Additional name of conveying party attached? Yes No

2. Name and address of receiving party(ies)

Name Nexell Therapeutics Inc.
 Internal Address: _____
 Street Address: 9 Parker
 City: Irvine State CA ZIP 92618

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 25, 1998

4. Application number(s) or registration numbers:

A. Trademark Application No.(s) **<75/432,103 >** B. Trademark No.(s) **75,432,103**

Additional numbers attached? Yes No

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

Oppenheimer Wolff & Donnelly LLP
 2029 Century Park East, Ste. 3800
 Los Angeles State CA ZIP 90067

Attn: Barbara J. Quinn, Esq.

<10/30/1998 DNGUYEN 00000315 75432103 >
Q1 FO 481 40.00 DP >

6. Total number of applications and patents involved: 1

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number:
16-2230
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Barbara J. Quinn *Barbara J. Quinn* 10/19/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments, North Tower Building, 2800 Crystal Drive, Washington, D.C. 20231

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

AUTHENTICATION:

8939338

DATE:

02-25-98

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**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