

08-05-2002

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To the Honorable Commissioner of F

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original documents or copy thereof.

1. Name of conveying party(ies):

B&PC, Inc.

07-3002

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 3-31-99

2. Name and address of receiving party(ies)

Name: Biological & Popular Culture, Inc.
Internal Address: _____

Street Address: 7335 Lee Highway

City: Radford State: VA Zip: 24141

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Virginia
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s) _____

75/197 049

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: William H. Murray, Esquire

Internal Address: Duane Morris LLP

Street Address: One Liberty Place

City: Philadelphia State: PA Zip: 19103-7396

6. Total number of applications and registrations involved: _____

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Robert E. Rosenthal, Esquire

Name of Person Signing

Signature

July 24, 2002

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 Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/02/2002 GTOM11 00000044 75197049

01 FC:481

40.00 DP

B&PC, INC.
UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF MEETING

The undersigned, being all of the directors of B&PC, Inc., a Virginia corporation (the "Company"), and acting pursuant to Section 13.1-685 of the Virginia Stock Corporation Act and in accordance with the Company's Articles of Incorporation, as amended, hereby take the following actions by unanimous written consent of the directors in lieu of meeting:

Change of Company Name

RESOLVED, that Article I of the Company's Articles of Incorporation be amended and restated to read as follows:

"The name of the Corporation is Biological & Popular Culture, Inc."

and further

RESOLVED, that the Directors submit the proposed Amendment and Restatement of Article I of the Company's Articles of Incorporation to the Company's sole shareholder for its approval pursuant to Section 13.1-707 of the Virginia Stock Corporation Act; and further

RESOLVED, that upon shareholder approval of the proposed Amendment and Restatement of Article I of the Company's Articles of Incorporation, the President, any Vice President, the Secretary and the Chief Financial Officer of the Company are hereby authorized and empowered to execute, verify and deliver to the State Corporation Commission of the Commonwealth of Virginia the Amended and Restated Articles for filing in accordance with the Virginia Stock Corporation Act.

Approval of Stock Option Agreement and Issuance of Common Stock Thereunder

RESOLVED, that the Board of Directors hereby approves the Stock Option Agreement, dated as of March 31, 1999, between the Company and Chiron Corporation and attached hereto as Exhibit B and the issuance of up to 4,286 shares of common stock of the Company under such Stock Option Agreement.

RESOLVED, that the Company shall reserve for issuance 4,286 shares of common stock of the Company for issuance pursuant to the exercise of the Stock Option Agreement.

RESOLVED, that the consideration to be received upon the exercise of the Stock Option Agreement is deemed to be adequate and upon the exercise of Stock Option Agreement and the receipt of such consideration by the Company, the 4,286 shares issued therefor shall be fully paid and non-assessable.

334707

B&PC, INC.

WRITTEN CONSENT OF SOLE SHAREHOLDER

The undersigned, being the sole shareholder of B&PC, Inc., a Virginia corporation (the "Corporation"), and acting pursuant to Section 13.1-657 of the Virginia Stock Corporation Act, hereby adopts the following resolution:

Change of Name of Corporation

RESOLVED, that Article I of the Corporation's Articles of Incorporation be amended and restated to read as follows:

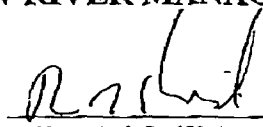
"The name of the Corporation is Biological & Popular Culture, Inc."

RESOLVED, that the foregoing resolution shall be effective as of March 31, 1999.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned shareholder has executed this Written
Consent as of this 31st day of March, 1999.

NEW RIVER MANAGEMENT COMPANY, L.L.C.

By: 
Name: Randal J. Kirk
Title: Manager