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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): PROTEOPLEX, INC. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: EMD BIOSCIENCES, INC. Internal Address: Street Address: 10399 PACIFIC CENTER COURT City: SAN DIEGO State: CA Zip: 92121 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) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: August 6, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/413,138 (PROTEOPLEX™) 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: MARIE AZZARIA Internal Address: EMD BIOSCIENCES, INC. Street Address: 10399 PACIFIC CENTER COURT City: SAN DIEGO State: CA Zip: 92121

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41).....\$ 90.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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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. MARIE AZZARIA Name of Person Signing Marie Azzaria Signature 3/25/04 Date

Total number of pages including cover sheet, attachments, and document: 3

04/15/2004 ECOOPER 00000015 76413138 40.00 DP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002948 FRAME: 0974

EMD BIOSCIENCES, INC.
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS

Dated: August 6, 2003

The undersigned, being all of the directors of EMD Bioscience, Inc., a Delaware corporation (the "Company"), do hereby adopt the following resolutions by unanimous written consent as authorized by the Bylaws of the Company and Section 141(f) of the Delaware General Corporation Law (the "DGCL"):

Approval of Acquisition and Asset Purchase Agreement.

WHEREAS, the Board of Directors of the Company is currently contemplating and approving the terms and conditions contained in the Asset Purchase Agreement, in substantially the form previously presented to the Board of Directors, by and between, the Company and ProteoPlex Inc., a Delaware corporation ("ProteoPlex") (the "Asset Purchase Agreement"), pursuant to which the Company will acquire substantially all of the assets and assume certain of the liabilities of ProteoPlex, and directing its officers to take any and all actions and to execute any and all documents which may be necessary or advisable in order to consummate the transactions contemplated by the Asset Purchase Agreement (the "Acquisition").

WHEREAS, it is in the best interests of the Company to consummate the transactions contemplated by the Asset Purchase Agreement.

RESOLVED, that the Acquisition is hereby approved.

RESOLVED FURTHER, that the Asset Purchase Agreement, in substantially the form previously presented to the Board of Directors, is hereby approved, and the execution of the Asset Purchase Agreement on behalf of the Company by any executive officer of the Company, and each of them individually, is hereby ratified, confirmed and approved.

RESOLVED FURTHER, that the executive officers of the Company, and each of them, are hereby authorized, empowered and directed to take all such actions and prepare, execute and deliver all such documents as they deem necessary or advisable to effect the transactions contemplated by the Asset Purchase Agreement.

Employment Agreements

WHEREAS, the Asset Purchase Agreement contemplates the Company's entry into employment agreements with David Smoller and Samuel LaBrie in form and substance previously reviewed by the Board of Directors (the "Employment Agreements").

RESOLVED, that the Employment Agreements, in substantially the form previously presented to the Board of Directors, are hereby approved, and the execution and delivery of the Employment Agreements on behalf of the Company by any executive officer of the Company, and each of them individually, is hereby ratified, confirmed and approved

Enabling Resolutions

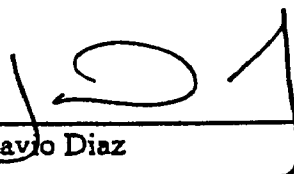
RESOLVED, that the officers of the Company, and any of them, are hereby authorized to take such further actions as they shall deem necessary or advisable in order to carry out and perform the purpose and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions prior to the date of the foregoing resolutions adopted hereby taken by the person elected as the officers of the Company that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Company.


This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

This Unanimous Written Consent shall be filed with the minutes of the proceedings of the Company's Board of Directors and shall have the same force and effect as a unanimous vote of the Board of Directors.

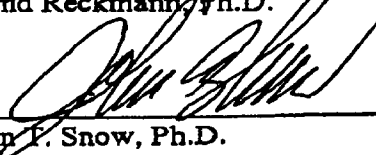
Executed effective as of the date first written above.



Octavio Diaz



Bernd Reckmann, Ph.D.



John F. Snow, Ph.D.