

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Biopolymer Engineering, Inc.		01/26/2010	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Biothera, Inc.
Street Address:	3388 Mike Collins Drive
City:	Eagan
State/Country:	MINNESOTA
Postal Code:	55121-2236
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	85315878	IMPRIME WGP
Serial Number:	85315870	IMPRIME
Registration Number:	3393014	IMPRIME PGG
Registration Number:	3620907	BIOTHERA
Registration Number:	3265714	IMMUNOFIBER
Registration Number:	2807439	WGP
Registration Number:	3936384	
Registration Number:	3679778	BETA RIGHT
Registration Number:	3577161	WELLMUNE
Registration Number:	3558118	APG 3-6
Registration Number:	3580966	IMMUNE HEALTH BASICS

CORRESPONDENCE DATA

Fax Number: 6124927077

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

OP \$290.00 85315878

via US Mail.

Phone: 6124927178
Email: ip@fredlaw.com, dkarau@fredlaw.com
Correspondent Name: Dean R. Karau, Fredrikson & Byron, P.A.
Address Line 1: 200 South Sixth Street
Address Line 2: Suite 4000
Address Line 4: Minneapolis, MINNESOTA 554021425

ATTORNEY DOCKET NUMBER:	62705.2
NAME OF SUBMITTER:	Dean R. Karau
Signature:	/Dean R. Karau/
Date:	04/26/2012

Total Attachments: 8

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SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIOPOLYMER ENGINEERING, INC.

The undersigned hereby certifies that the Second Amended and Restated Articles of Incorporation of Biopolymer Engineering, Inc. in the form attached hereto as Exhibit A were duly adopted by the shareholders pursuant to Minnesota Statutes, Chapter 302A. Such Second Amended and Restated Articles of Incorporation supersede the original articles and all previous amendments thereto.

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the Corporation.

Dated: January 26, 2010

William L. Gacki
Chief Financial Officer

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIOPOLYMER ENGINEERING, INC.

ARTICLE I -- NAME

The name of this corporation is "Biothera, Inc."

ARTICLE II -- REGISTERED OFFICE

The registered office of the Corporation is 3388 Mike Collins Drive, Eagan, Minnesota 55121.

ARTICLE III -- CAPITAL STOCK

A. Classes of Stock.

1. Authorized Shares; Establishment of Classes and Series. The aggregate number of shares the corporation has authority to issue shall be Three Hundred Million (300,000,000) shares, which shall have a par value of \$.01 per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of the corporation, and which shall consist of Eighty Million (80,000,000) shares of Common Stock, Three Hundred Fifty Thousand (350,000) shares of Preferred Stock of which One Hundred Thousand (100,000) shall be designated as "Series A Preferred Stock" and Two Hundred Fifty Thousand (250,000) shall be designated as "Series B Preferred Stock", and Two Hundred Nineteen Million Six Hundred Fifty Thousand (219,650,000) undesignated shares. The Board of Directors of the corporation is authorized to establish from the undesignated shares, by resolution adopted and filed in the manner provided by law, one or more classes or series of shares, to designate each such class or series (which may include but is not limited to designation as additional common shares), and to fix the relative rights and preferences of each such class or series.

2. Issuance of Shares. The Board of Directors of the Corporation is authorized from time to time to accept subscriptions for, issue, sell and deliver shares of stock of any class or series of the Corporation, and the rights to purchase securities of the Corporation, to such persons, at such time, for such consideration, and upon such terms and conditions as the Board of Directors shall determine.

3. Issuance of Rights to Purchase Shares. The Board of Directors is further authorized from time to time to grant and issue rights to subscribe for, purchase, exchange securities for, or convert securities into, shares of the corporation of any class or series, and to fix the terms, provisions and conditions of such rights, including the exchange or conversion basis or the price at which such shares may be purchased or subscribed for.

4. Issuance of Shares to Holders of Another Class or Series. The Board of Directors is further authorized to issue shares of one class or series to holders of that class or series or to holders of another class or series to effectuate share dividends or splits.

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, and privileges of the Preferred Stock are as follows:

1. Dividend Rights. The holders of the Preferred Stock shall be entitled to receive dividends, parri passu with the holders of the Common Stock, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Voting Rights.

(a) Generally. The Preferred Stock and Common Stock shall vote together as one class at any annual or special meeting of stockholders of the Corporation, and may act by written consent in the same manner as the Common Stock. Each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the largest number of whole shares of Common Stock into which such holder's aggregate number of shares of Preferred Stock are convertible pursuant to Section 4 below immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

(b) Corporate Action. Except as expressly provided herein or as required by law, the Corporation shall not, without the approval by vote or written consent of the holders of at least a majority of the then outstanding shares of the Preferred Stock, voting together as a class declare and pay or set aside funds for the payment of any dividend or distribution with respect to any share of Common Stock.

(c) Election of the Board of Directors. The holders of (i) the Series A Preferred Stock, voting as a separate class, shall be entitled to elect two (2) directors of the Corporation; (ii) the Series B Preferred Stock shall be entitled to elect one (1) director of the Corporation, for so long as at least One Hundred Thousand (100,000) shares of Series B Preferred Stock is outstanding, and two directors of the Corporation so long as at least Two Hundred Thousand (200,000) shares of Series B Preferred Stock are outstanding; and (iii) the Common Stock shall be entitled to name the remaining directors.

3. Liquidation Rights.

(a) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Common Stock, the holders of Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount per share equal to the applicable Liquidation Preference. If, upon any liquidation, distribution, or winding up, the assets of the Corporation shall be insufficient to make payment in full to all holders of Preferred Stock of the Liquidation Preference set forth in this Section 3(a), then such assets shall be distributed among the holders of Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(b) After payment of the full liquidation preferences of the Preferred Stock as set forth in Section 3(a) above, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock.

(c) The following events shall be considered a liquidation under this Section:

(i) any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than 50% of the Corporation's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred; or

(ii) a sale, lease or other disposition of all or substantially all of the assets of the Corporation.

4. Conversion Rights. The Preferred Stock shall have conversion rights as follows:

(a) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock immediately upon the consummation of a Qualified Public Offering by the Corporation. Each share of Series A Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to Original Series A Issue Price divided by the Series A Conversion Price. Each share of Series B Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to Original Series B Issue Price divided by the Series B Conversion Price.

(b) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of such fractional shares as determined by the Board of Directors of the Corporation. For such purpose, all shares of Preferred Stock held by each holder shall be aggregated; and any resulting fractional share of Common Stock shall be paid in cash. Upon the automatic conversion of Preferred Stock pursuant to Section 4(a) above, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a

certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to the Qualified Public Offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of the sale of such securities.

(c) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions or Combinations of Common Stock.

In the event the outstanding shares of Common Stock shall be subdivided (by stock split, stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Prices in effect for any series of Preferred Stock immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Price for any series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(ii) Adjustments for Reclassification, Exchange and Substitution.

If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Conversion Prices then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change.

(d) Certificate of Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Prices at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Preferred Stock.

(e) Notices of Record Date. In the event that the Corporation shall propose at any time (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of the Preferred Stock at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above. Each such written notice shall be given by first class mail, postage prepaid, or nationally recognized overnight courier, or personally delivered, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation.

(f) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Certain Definitions.

"Conversion Price" or "Conversion Prices" shall mean the Series A Conversion Price and the Series B Conversion Price.

"Conversion Rights" means the right of a holder of Preferred Stock to convert shares of Preferred Stock into Common Stock as specified in Section 4.

"Corporation" means Biothera, Inc., a Minnesota corporation.

"Liquidation Preference" means, with respect to the Series A Preferred Stock, the Original Series A Issue Price multiplied by 5; and, with respect to the Series B Preferred Stock, the Original Series B Issue Price multiplied by 2. The Liquidation Preference of a series of Preferred Stock shall be subject to adjustments for stock splits, combinations and the like with respect to such series of Preferred Stock.

"Original Series A Issue Price" shall mean \$5.00 per share of Series A Preferred Stock.

"Original Series B Issue Price" shall mean \$5.00 per share of Series B Preferred Stock.

"Preferred Stock" means the Series A Preferred Stock and the Series B Preferred Stock.

"Qualified Public Offering" shall mean an underwritten public offering pursuant to an effective registration statement under the Securities Act (i) after giving effect to which the Common Stock is listed on a United States national stock exchange or quoted on the Nasdaq National Market System or a successor thereto, (ii) resulting in proceeds to the Corporation of not less than \$5 million (prior to expenses and underwriting commissions) and (iii) at an offering price per share equal to at least \$3 (as appropriately adjusted for future stock splits, stock dividends, recapitalizations and similar transactions affecting the Common Stock).

"Securities Act" means the Securities Act of 1933, as amended, or any successor federal statute, and the rules and regulations of the Securities and Exchange Commission thereunder, all as the same shall be in effect at the time.

"Series A Conversion Price" shall initially be \$5.00, and shall be subject to adjustment as provided in Section 4(d) of Division B of this Article III.

"Series A Preferred Stock" means the Series A Preferred Stock of the Corporation, par value \$.01.

"Series B Conversion Price" shall initially be \$5.00, and shall be subject to adjustment as provided in Section 4(d) of Division B of this Article III.

"Series B Preferred Stock" means the Series B Preferred Stock of the Corporation, par value \$.01.

C. Rights of Common Stock.

1. Dividend Rights. The holders of the Common Stock shall be entitled to receive dividends, parri passu with the holders of the Preferred Stock, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be distributed as provided in Section 3 of Division B of Article III hereof.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE IV -- RIGHTS OF SHAREHOLDERS

No shareholder of this Corporation shall have any preemptive rights. No shareholder of this Corporation shall be entitled to any cumulative voting rights.

ARTICLE V – ACTION OF THE SHAREHOLDERS

The affirmative vote of the holders of a majority of the voting power of the shares represented and voting at a duly held meeting of the shareholders of this Corporation is required for an action of the shareholders, except where Minnesota Statutes, Chapter 302A, require the affirmative vote of a majority of the voting power of all voting shares.

ARTICLE VI – DIRECTORS

1. Number. The number of directors of this Corporation shall be fixed in the manner provided in the Bylaws.

2. Written Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors of this corporation not needing approval by the shareholders under Minnesota Statutes, Chapter 302A, may be taken in written action signed by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors were present.

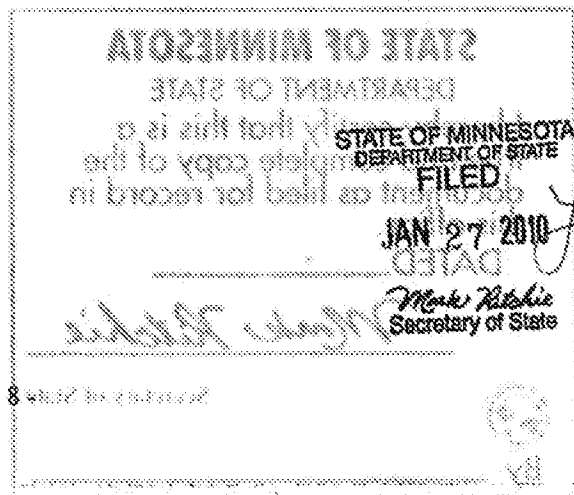
ARTICLE VII – LIMITATION OF DIRECTOR LIABILITY

No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Sections 302A.559 and 80A.23 of the Minnesota Statutes; (iv) for any transaction from which the director derived any improper personal benefit; (v) for any act or omission occurring prior to the date when this provision becomes effective.

The provisions of this Article VII shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article.

If the Minnesota Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Minnesota Statutes, as so amended.

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