

4/23/01

05-04-2001



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REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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

Applications and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Biopop Integration Group

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

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

3. Nature of conveyance:

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

Execution Date: January 23, 2001

2. Name and address of receiving party(ies)

Name: Biological & Popular Culture, Inc.

Internal Address: _____

Street Address: The Governor Tyler, 1902 Downey Street

City: Radford State: Virginia Zip: 24141

- 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

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

A. Trademark Application No.(s)
76137260 76167711

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: Robert E. Rosenthal, Esquire

Internal Address: _____

Duane, Morris & Heckscher,

Street Address: One Liberty Place

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Robert E. Rosenthal, Esquire

Name of Person Signing

Signature

April 20, 2001

Date

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

5

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

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "BIOPOP INTEGRATION GROUP, INC.", CHANGING ITS NAME FROM "BIOPOP INTEGRATION GROUP, INC." TO "BIOLOGICAL & POPULAR CULTURE INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2001, AT 4:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3104729 8100

010037087

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0931945

DATE: 01-24-01

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THIRD SECURITY

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:15 PM 01/23/2001
010037087 - 3104729

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BIOPOP INTEGRATION GROUP, INC.**

Biopop Integration Group, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify that:

FIRST: That the Board of Directors of the Company, by the unanimous written consent of its members, filed with the minutes of the Board, adopted resolutions proposing, declaring advisable and recommending stockholder approval of the following two amendments (the "Amendments") to the Certificate of Incorporation of the Company:

1. That Article I of the Company's Certificate of Incorporation be amended to read in its entirety as follows:

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

2. That Article IV, Section C.7.(d)(vii) of the Company's Certificate of Incorporation be amended to read in its entirety as follows:

"Additional Shares of Common Stock' shall mean all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this subparagraph 7(d)(v), whether or not subsequently reacquired or retired by the Corporation other than (A) shares of Common Stock issued upon conversion of the Series A Preferred Stock; (B) shares of Common Stock and/or options, warrants or other Common Stock purchase rights, and the Common Stock issued pursuant to such options, warrants or other rights (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like) after the Original Issue Date to employees, officers or directors of, or consultants or advisors to the Corporation or any subsidiary pursuant to stock purchase or stock option plans or other arrangements that are approved by the Board; and (C) shares of Common Stock issued pursuant to the exercise of options, warrants or convertible securities outstanding as of the Original Issue Date. The "Effective Price" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Corporation

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SENT BY: HUNTON & WILLIAMS
FROM CORPORATION TRUST 302-655-5049

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THIRD SECURITY

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-2-

under paragraph 7(d)(v), into the aggregate consideration received, or deemed to have been received by the Corporation for such issues under paragraph 7(d)(v) for such Additional Shares of Common Stock."

SECOND: That in lieu of a meeting and vote of stockholders, the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted executed a written consent adopting and approving the Amendments and the filing of this Certificate of Amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: That the aforesaid Amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the DGCL.

FOURTH: That the capital of the Company shall not be reduced under or by reason of the Amendments.

[SIGNATURE PAGE FOLLOWS]

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RICHMOND #1558220000001-51540;# 5/ 5

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THIRD SECURITY

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-3-

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be executed by Marcus E. Smith, its Secretary and an authorized officer of the Company, on this 23rd day of January, 2001.



Marcus E. Smith
Secretary

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RECORDED: 04/23/2001

03/09/2001 FRI 16:29 FAX/RX NO 80381 005

TRADEMARK
REEL: 002286 FRAME: 0559