

FORM PTO-1594	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	Director, U.S. Patent and Trademark Office Mail Stop Assignment Recordation Services Attorney Docket No. 08888.0553				
To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.						
<p>1. Name(s) of conveying party(ies):</p> <p>Gencell S.A.S.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> General Partnership <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: October 1, 2004</p>	<p>2. Name(s) and address(es) of receiving party(ies):</p> <p>Name: Centelion</p> <p>Address: 72-82 Rue Leon Geffroy 94000 Vitry sur Seine France</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation France <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>					
<p>4. Application number(s) or registration number(s):</p> <p>U.S. Service Mark Appln. No. 76/483,857</p> <table style="width:100%; border: none;"> <tr> <td style="width:50%; border: none;">A. Trademark Application Number(s):</td> <td style="width:50%; border: none;">B. Trademark Registration Number(s):</td> </tr> <tr> <td style="border: none; text-align: right;">Additional numbers attached?</td> <td style="border: none;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </td> </tr> </table>			A. Trademark Application Number(s):	B. Trademark Registration Number(s):	Additional numbers attached?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
A. Trademark Application Number(s):	B. Trademark Registration Number(s):					
Additional numbers attached?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Carol P. Einaudi</p> <p>Address: FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P. 1300 I Street, N.W. Washington, D.C. 20005-3515</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41): \$40</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Authorized to be charged to deposit account only if fee is deficient</p> <p>8. Deposit Account No.: 06-0916</p>					
DO NOT USE THIS SPACE						
<p>9. Statement and signature.</p> <p><i>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.</i></p> <table style="width:100%; border: none; margin-top: 20px;"> <tr> <td style="width:30%; border: none;"> <p>Carol P. Einaudi, Reg. No. 32,220</p> <hr/> <p>Name of person signing</p> </td> <td style="width:40%; border: none; text-align: center;"> <p><i>Carol P. Einaudi</i></p> <hr/> <p>Signature</p> </td> <td style="width:30%; border: none; text-align: right;"> <p>November 23, 2004</p> <hr/> <p>Date</p> </td> </tr> </table> <p style="text-align: right; margin-top: 10px;">Total number of pages including cover sheet, attachments and documents: 7</p>			<p>Carol P. Einaudi, Reg. No. 32,220</p> <hr/> <p>Name of person signing</p>	<p><i>Carol P. Einaudi</i></p> <hr/> <p>Signature</p>	<p>November 23, 2004</p> <hr/> <p>Date</p>	
<p>Carol P. Einaudi, Reg. No. 32,220</p> <hr/> <p>Name of person signing</p>	<p><i>Carol P. Einaudi</i></p> <hr/> <p>Signature</p>	<p>November 23, 2004</p> <hr/> <p>Date</p>				

CH \$40.00 060916 76483857

GENCELL S.A.S.

Simplified Joint Stock Company with share capital of 15,172,300 Euros
Head Office: 72-82 Rue Leon Geffroy – 94400 Vitry sur Seine
Creteil Business and Company Register No. 410,065,817

**MINUTES OF THE DECISIONS TAKEN BY THE SOLE PARTNER
ON OCTOBER 1, 2004**

On Friday, October 1, 2004, the Sole Partner of the GENCELL Simplified Joint Stock Company, i.e.,

- AVENTIS PHARMA, S.A., Limited Liability Corporation with a Board of Directors and Oversight Committee, with head offices at 20, Avenue Raymond Aron – 92160 Antony
represented by Mr. Alain Chevallier, CEO, Member of the Board, owner of 15,172,300 shares making up the share capital;

was called on by the Chairman to approve the following agenda:

- Changing the company name;
- Changing Article 2 of the Company by-laws: **Company Name**;
- Changing Article 3 of the Company by-laws: **Business Purpose**;
- Powers.

FIRST RESOLUTION

The Sole Partner decided to approve, taking effect on October 1, 2004, the new company name

CENTELION

or

CENTELION S.A.S.

and to therefore change **Article 2 – COMPANY NAME** in the Company by-laws and to replace the first paragraph of this article by the following paragraph:

"The name of the Company is:

CENTELION

or

CENTELION S.A.S."

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The remainder of Article 2 is unchanged.

The Sole Partner approved this Resolution.

SECOND RESOLUTION

The Sole Partner decided to change, taking effect on October 1, 2004, Article 3 – BUSINESS PURPOSE, by removing in point 1 of Article 3, the phrase: "particularly in the area of gene therapy."

The remainder of Article 3 is unchanged.

The Sole Partner approved this Resolution.

THIRD RESOLUTION

The Sole Partner gives all powers to the bearer of a copy or an extract of these minutes to carry out any required formalities.

The Sole Partner approved this resolution.

These minutes were drawn up of all the foregoing, which were read and then signed by the Chairman and the Sole Partner.

[signature]
Aventis Pharma S.A.
Alain Chevallier

[signature]
The Chairman
François Meyer

GENCELL S.A.S.

SOCIETE PAR ACTIONS SIMPLIFIEE AU CAPITAL DE 15 172 300 EUROS
SIEGE SOCIAL : 72-82 RUE LEON GEFFROY - 94400 VITRY SUR SEINE
410 065 817 RCS CRETEIL

**PROCES-VERBAL DES DECISIONS DE L'ASSOCIE UNIQUE
DU 1^{ER} OCTOBRE 2004**

Le vendredi 1^{er} octobre 2004, l'Associé Unique de la société par actions simplifiée GENCELL, à savoir :

- AVENTIS PHARMA S.A., Société anonyme à Directoire et Conseil de Surveillance, dont le siège social est fixé au 20, avenue Raymond Aron - 92160 ANTONY,

représentée par Monsieur Alain CHEVALLIER, Directeur Général, Membre du Directoire, propriétaire des 15 172 300 actions composant le capital social ;

a été appelé par le Président à se prononcer sur l'ordre du jour suivant :

- Changement de dénomination sociale ;
- Modification de l'article 2 des statuts -DENOMINATION SOCIALE ;
- Modification de l'article 3 des statuts - OBJET SOCIAL ;
- Pouvoirs.

PREMIERE RESOLUTION

L'Associé Unique décide d'adopter, avec effet du 1^{er} octobre 2004, la nouvelle dénomination sociale :

CENTELION

OU

CENTELION S.A.S.

et de modifier en conséquence l'ARTICLE 2 - DENOMINATION SOCIALE des statuts et de remplacer le premier paragraphe de cet article par le paragraphe suivant :

«La dénomination de la Société est :

CENTELION

OU

CENTELION S.A.S.»

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Le reste de l'article 2 demeure sans changement.

L'Associé Unique adopte cette résolution.

DEUXIEME RESOLUTION

L'Associé Unique décide de modifier, avec effet du 1^{er} octobre 2004, l'**ARTICLE 3 - OBJET SOCIAL** en supprimant à l'alinéa 1 de cet article 3 le membre de phrase : «- notamment dans le domaine de la thérapie génique.»

Le reste de l'article 3 demeure sans changement.

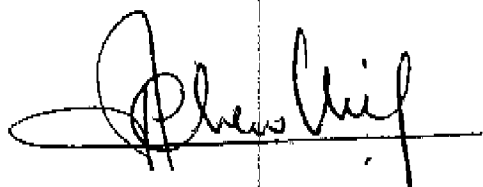
L'Associé Unique adopte cette résolution.

TROISIEME RESOLUTION

L'Associé Unique donne tous pouvoirs au porteur d'une copie ou d'un extrait du présent procès-verbal pour effectuer toutes formalités.

L'Associé Unique adopte cette résolution.

De tout ce que dessus, il a été dressé le présent procès-verbal qui, après lecture, a été signé par le Président et l'Associé Unique.



**AVENTIS PHARMA S.A.
ALAIN CHEVALLIER**



**LE PRESIDENT
FRANÇOIS MEYER**

FILING RECEIPT FOR TRADEMARK APPLICATION

Page 01 of 01

MGP- (RS)

Feb 4, 2003

Receipt on the DATE OF FILING of the application for registration and filing fees is acknowledged for the mark identified below. The DATE OF FILING is contingent upon the collection of any payment made by check or draft. Your application will be considered in the order in which it was received and you will be notified as to the examination thereof. Action on the merits should be expected from the Patent and Trademark Office in approximately 06 months from the filing date. When inquiring about this application, include the SERIAL NUMBER, DATE OF FILING, OWNER NAME, and MARK.

MONTIA GIVENS PRESSE
FINNEGAN, HENDERSON, FARABOW, GARRETT
1300 I STREET, N.W.
WASHINGTON, D.C. 20005-3315

ATTORNEY
REFERENCE NUMBER
0888.0553

8888-553

PLEASE REVIEW THE ACCURACY OF THE FILING RECEIPT DATA.

A request for correction to the filing receipt should be submitted within 30 days to the following address: ASSISTANT COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VIRGINIA 22202-4513. The correspondence should be marked to the attention of the Preexamination File Receipt Section. Or fax a request to 703-308-9096. The Patent and Trademark Office will review the request and make corrections when appropriate.

SERIAL NUMBER: 76/483857
FILING DATE: Jan 21, 2003
REGISTER: Principal
LAW OFFICE: 104
MARK: TALISMAN
MARK TYPE(S): Service Mark
DRAWING TYPE: Words, letters, or numbers in typed form
FILING BASIS: Sect. 1(b) (Intent to Use)

ATTORNEY: Montia Givens Presse

DOMESTIC REPRESENTATIVE: Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P.

OWNER: Gencell S.A. (FRANCE, Corporation)
72-82 rue Leon Geffroy
94400 Vitry-Sur-Seine, FRANCE

FOR: Scientific research and development; medical research; research and development relating to pharmaceutical preparations; clinical trial services including design and implementation of clinical trials; testing of pharmaceutical preparations for the treatment of cardiovascular, arterial and arteriovenous circulatory disorders, peripheral arterial disease, and other related conditions; advisory and consultancy services relating to all the aforesaid services
INT. CLASS: 042

FOR: Medical services; clinical trials; diagnostic services; collection of data derived from clinical trials; compilation and preparation of medical reports; advisory and consultancy services relating to all the aforesaid services
INT. CLASS: 044

ALL OF THE GOODS/SERVICES IN EACH CLASS ARE LISTED

DK 7
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The LanguageWorks, Inc.
1123 Broadway
New York, NY 10010
Tel. 212 447 6060
Fax 212 447 6257

Language Works

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss

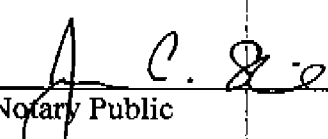
CERTIFICATION

This is to certify that the attached, to the best of my knowledge and belief, is a true and accurate translation into English of the Minutes of the Decisions Taken by the Sole Partner on October 1, 2004, originally written in French.



Glenn Cain
Manager of Legal Translation Services
The LanguageWorks, Inc.

Sworn to and subscribed before me
This First day of November, 2004



Notary Public
JAMES C. SHEIB
Notary Public, State of New York,
No. 01SH6061606
Qualified in New York County
Commission Expires July 16, 2007