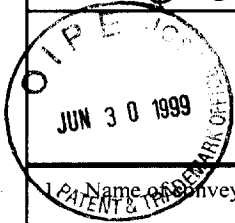


6.30.99

F

07-12-1999

Attorney Docket Number 6287-026



TO THE HONORABLE



DEMARKS

101087766

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Biocyte Corporation Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): Name: <u>PharmaStem Corporation</u> Address: <u>610 Fifth Avenue, Suite 316</u> <u>New York, New York 10020</u> Country (if other than USA): _____
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>June 25, 1999</u>	

4. Application number(s) or patent number(s):
 If this document is being filed together with a new application, the execution date of the application is: _____
 A. Patent Application No.(s) 08/442,277 | B. Patent No.(s) _____
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036	6. Number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u> Please charge to the deposit account listed in Section 8. 8. Deposit account number: <u>16-1150</u>
--	--

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.

S. Leslie Misrock 18,872 *S. Leslie Misrock* *By Adwane M. Antler* Reg. No. 32,605 June 30, 1999
 Name of Person Signing Reg. No. Signature Date

Total number of pages including cover sheet: 4

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

07/08/1999 DWGUYEN 00000213 161150 08442277

01 FC:581 40.00 CH

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "BIOCYTE CORPORATION", CHANGING ITS NAME FROM "BIOCYTE CORPORATION" TO "PHARMASTEM CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1999, AT 12 O'CLOCK P.M.

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



2276463 8100
991262493

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9833946

DATE: 06-28-99

PATENT
REEL: 010074 FRAME: 0434

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BIOCYTE CORPORATION**

**Biocyte Corporation, a corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware,
DOES HEREBY CERTIFY:**

**FIRST: That the Board of Directors of said corporation, by the unanimous
written consent of its members, filed with the minutes of the Board, adopted a
resolution proposing and declaring advisable the following amendment to the
Certificate of Incorporation of said corporation:**

**RESOLVED, that the Certificate of Incorporation of Biocyte Corporation be
amended by changing the First Article thereof so that, as amended, said
Article shall be and read as follows:**

FIRST: The name of the corporation is PharmaStem Corporation.

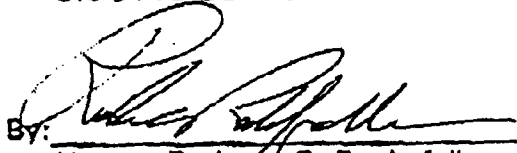
**SECOND: That in lieu of a meeting and vote of stockholders, the stockholders
have given written consent to said amendment in accordance with the provisions of
Section 228 of the General Corporation Law of the State of Delaware.**

NY2 - 973817.1

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Biocyte Corporation has caused this Certificate to be signed by Rodman C. Rockefeller, its Secretary, this 25th day of June, 1999.

BIOCYTE CORPORATION

By: 
Name: Rodman C. Rockefeller
Title: Secretary