

05-24-2001

FORM PTO-1595



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

S-18-01

101730145

Attorney Ref. No. 95,1204

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

<p>1. Name of conveying parties:</p> <p>Neurotherapeutics, L.P.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Nyxis NeuroTherapies, Inc.</p> <p>Internal Address: _____</p> <p>_____ 12</p>				
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input checked="" type="checkbox"/> Other : Conversion to an Illinois Corporation</p> <p>Execution Date: December 31, 1999</p>	<p>Street Address: 430 W. Deming Place</p> <p>City: Chicago State: Illinois Zip: 60614</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>4. Application number(s) or patent number(s):</p> <p>If this document is being filed together with a new application, the execution date of the application is:</p> <table border="1"> <tr> <td data-bbox="142 827 808 995">A. Patent Application No.(s)</td> <td data-bbox="808 827 1484 995">B. Patent No.(s)</td> </tr> <tr> <td></td> <td>5,763,393</td> </tr> </table>		A. Patent Application No.(s)	B. Patent No.(s)		5,763,393
A. Patent Application No.(s)	B. Patent No.(s)				
	5,763,393				
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Patrick J. Halloran</p> <p>Company Name: McDonnell, Bochen, Hulbert & Berghoff</p> <p>Street Address: 300 South Wacker Drive, Suite 3200</p> <p>City: Chicago State: IL ZIP: 60606</p>	<p>6. Total number of applications and patents involved: 1</p> <p>7. Total Fee (37 CFR 3.41)..... \$40.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 13-2490</p>				
<p style="text-align: center;">DO NOT USE THIS SPACE</p>					
<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> <p>Patrick J. Halloran Printed Name of Person Signing</p> <p> Signature</p> <p>Date: May 14, 2001</p> <p>Total number of pages including cover sheet, attachments, and document: 4</p>					

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

PATENT

REEL: 011812 FRAME: 0787

**NYXIS NEUROTHERAPIES, INC.
UNANIMOUS WRITTEN CONSENT
OF DIRECTORS**

Effective December 31, 1999, the undersigned, being all of the directors of NYXIS NeuroTherapies, Inc., an Illinois corporation (the "Corporation"), pursuant to Section 8.45 of the Illinois Business Corporation Act, as amended, do hereby consent to the adoption of the following resolutions:

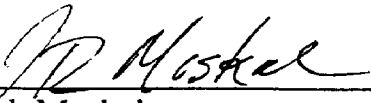
WHEREAS, the Board of Directors of the Corporation has considered the proposed transfer by all limited partners of Neurotherapeutics, L.P., an Illinois limited partnership ("Neurotherapeutics") (collectively, the "Limited Partners") of all of their limited partnership units therein (collectively, the "Units") to the Corporation, in consideration of the issuance by the Corporation of all of its shares of issued and outstanding common stock, no par value per share, which have nominal value, to the Limited Partners in proportion to the Units the Limited Partners held, respectively, and the subsequent liquidation of Neurotherapeutics (the "Transaction").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation deems it advisable and in the best interest of the Corporation to consummate the Transaction and therefore approves and adopts the Transaction and any instruments and documents in connection therewith.

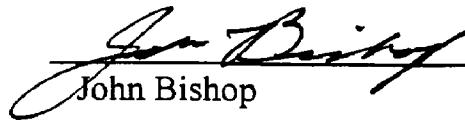
FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to execute, acknowledge and deliver, in the name and on behalf of the Corporation, any instruments or documents in connection with the Transaction, with any changes as said officer determines to be appropriate, which determination shall be conclusively evidenced by such officer's signature.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to take or cause to be taken such further actions in the name and on behalf of the Corporation as said officer may deem necessary or advisable to complete such Transaction and to carry into effect the intent and purpose of the foregoing resolutions.

This Consent shall be filed with the minutes of the Corporation.



Joseph Moskal



John Bishop

Edward Chandler

Thomas Hodson

Alan Meyer

This Consent shall be filed with the minutes of the Corporation.



Joseph Moskal

John Bishop

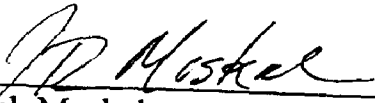


Edward Chandler

Thomas Hodson

Alan Meyer


This Consent shall be filed with the minutes of the Corporation.



Joseph Moskal

John Bishop

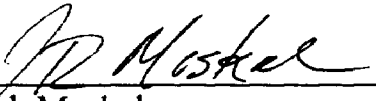
Edward Chandler



Thomas Hodson

Alan Meyer

This Consent shall be filed with the minutes of the Corporation.



Joseph Moskal

John Bishop

Edward Chandler

Thomas Hodson



Alan Meyer

**NEUROTHERAPEUTICS MANAGEMENT CO.
WRITTEN CONSENT OF SOLE DIRECTOR**

Effective December 31, 1999, the undersigned, being the sole director of Neurotherapeutics Management Co., an Illinois corporation (the "Corporation"), pursuant to Section 8.45 of the Illinois Business Corporation Act, as amended, does hereby consent to the adoption of the following resolutions:

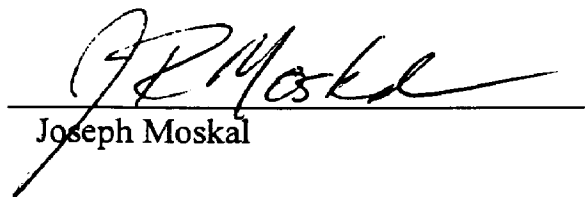
WHEREAS, the sole director of the Corporation, as the General Partner on behalf of Neurotherapeutics, L.P., an Illinois limited partnership ("Neurotherapeutics"), has considered the proposed transfer by all limited partners of Neurotherapeutics (collectively, the "Limited Partners") of their limited partnership units therein (collectively, the "Units") to NYXIS NeuroTherapies, Inc., an Illinois corporation ("NYXIS"), in consideration of the issuance by NYXIS of all of its shares of issued and outstanding common stock, no par value per share, which have nominal value, to the Limited Partners in proportion to the Units the Limited Partners held, respectively, and the subsequent liquidation of Neurotherapeutics (the "Transaction").

NOW, THEREFORE, BE IT RESOLVED, that the sole director of the Corporation deems it advisable and in the best interest of Neurotherapeutics to consummate the Transaction and therefore approves and adopts the Transaction and any instruments and documents in connection therewith.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to execute, acknowledge and deliver, in the name and on behalf of the Corporation, on behalf of Neurotherapeutics, any instruments or documents in connection with the Transaction, with any changes as said officer determines to be appropriate, which determination shall be conclusively evidenced by said officer's signature.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to take or cause to be taken such further actions, in the name and on behalf of the Corporation, on behalf of Neurotherapeutics, as said officer may deem necessary or advisable to complete said Transaction and to carry into effect the intent and purpose of the foregoing resolutions.

This Consent shall be filed with the minutes of the Corporation.


Joseph Moskal

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