

08-10-2001



101807755

U.S. Department of Commerce  
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PATENT

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PATENTS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

## Submission Type

☒ New

☐ Resubmission (Non-Recordation)  
Document ID#

☐ Correction of PTO Error  
Reel #  Frame #

☐ Corrective Document  
Reel #  Frame #

## Conveyance Type

☐ Assignment ☐ Security Agreement

☐ License ☐ Change of Name

☐ Merger ☒ Other  Change of Name and Merger

U.S. Government  
(For Use ONLY by U.S. Government Agencies)  
☐ Departmental File ☐ Secret File

## Conveying Party(ies)

☐ Mark if additional names of conveying parties attached

Name (line 1) **CELLEX BIOSCIENCES, INC.**

Execution Date  
Month Day Year

Name (line 2) **a Minnesota Corporation**

**07/31/2001**

## Second Party

Name (line 1)

Execution Date  
Month Day Year

Name (line 2)

## Receiving Party

☐ Mark if additional names of receiving parties attached

Name (line 1) **BIOVEST INTERNATIONAL, INC.**

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached.  
(Designation must be a separate document from Assignment)

Name (line 2) **a Delaware corporation**

Address (line 1) **540 Sylvan Avenue**

Address (line 2)

Address (line 3) **Englewood Cliffs**

City

**NJ**

State/Country

**07632**

Zip Code

## Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

FOR OFFICE USE ONLY

08/10/2001 6TON11 00000148 4886755

01 FC:581

680.00 DP

Correspondent Name and Address

Area Code and Telephone Number

(303) 454-2454

Name (line 1) Carol W. Burton, Esq.

Address (line 1) Hogan &amp; Hartson LLP

Address (line 2) 1200 17<sup>th</sup> Street, Suite 1500

Address (line 3) Denver, CO 80202

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments

# 4

Application Number(s) or Patent Number(s)

☒ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

4,886,755

4,894,342

5,998,184

4,889,812

5,328,834

5,416,022

4,981,961

5,656,421

5,330,915

Patent Number(s)

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned

PCT

PCT

PCT

PCT

PCT

PCT

Number of Properties

Enter the total number of properties involved

# 17

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 680.00

Method of payment:  
Deposit Account

Enclosed



Deposit Account



(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

50-1123

Authorization to charge additional fees:

Yes



No



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. Charges to deposit account are authorized, as indicated herein.*

Carol W. Burton

Name of Person Signing

Signature

August 9, 2001

Date

ADDITIONAL Patent Number(s)

5,541,105  
5,631,006  
4,804,628  
4,629,686  
4,650,766  
4,973,558  
5,202,254  
6,001,585

**CERTIFICATE OF MERGER**  
**of**  
**BIOVEST INTERNATIONAL, INC.**  
**(a Minnesota corporation)**  
**into**  
**BIOVEST INTERNATIONAL, INC.**  
**(a Delaware corporation)**

Pursuant to Section 252 of the General Corporation Law of the State of Delaware

Biovest International, Inc., a Delaware corporation (the "*Company*"), hereby certifies the following information relating to the merger of Biovest International, Inc., a Minnesota corporation ("*Biovest Minnesota*"), with and into the Company (the "*Merger*").

1. The names and states of incorporation of the Company and Biovest Minnesota, which are the constituent corporations in the Merger (the "*Constituent Corporations*"), are:

<u>Name</u>	<u>State</u>
Biovest International, Inc.	Delaware
Biovest International, Inc.	Minnesota

2. The Agreement and Plan of Merger dated as of July 20, 2001, between the Company and Biovest Minnesota (the "*Merger Agreement*"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252(c) of the General Corporation Law of the State of Delaware.

3. The corporation surviving the Merger is the Company (the "*Surviving Corporation*") and its name shall remain "Biovest International, Inc."

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of the Company in effect immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation which is located at 540 Sylvan Avenue, Englewood Cliffs, NJ 07632.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

7. The authorized capital stock of Biovest Minnesota consists of 50,000,000 shares of Common Stock, no par value per share, and 10,000,000 shares of Preferred Stock, \$.01 par value per share.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on July 31,  
2001.

BIOVEST INTERNATIONAL, INC.  
(a Delaware corporation)

By: 

Name:

Title:

**BIOVEST INTERNATIONAL, INC.**

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**Written Consent of Directors  
in Lieu of Special Meeting**

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The undersigned, constituting all the directors of Biovest International, Inc. (the "*Corporation*"), a Minnesota corporation f/k/a Cellex Biosciences, Inc., consent to the adoption of the following resolutions without a meeting pursuant to §302A.239 of the Minnesota Business Corporation Act, with the same force and effect as if such resolutions were duly adopted at a duly constituted meeting of the Board of Directors of the Corporation:

**RESOLVED**, that it is in the best interests of the Corporation to change its name to "Biovest International, Inc." and to amend and restate its Amended and Restated Articles of Incorporation to effect such change in the Corporation's name and to effect the actions contemplated by proposals 2 through 5 of the proxy statement that was delivered to the Corporation's shareholders of record as of January 17, 2001, as approved by the shareholders of the Corporation at its Annual Meeting of Shareholders held on March 13, 2001; and further

**RESOLVED**, that in furtherance of the foregoing resolution, each of the Chief Executive Officer, the President, and other appropriate officers of the Corporation is authorized (each, an "*Authorized Officer*"), in the name and on behalf of the Corporation, to execute the Second Amended and Restated Articles of Incorporation of the Corporation, as reviewed by the undersigned directors, and deliver the Articles to and file them with the Minnesota Department of State; and further

**RESOLVED**, that each Authorized Officer, in the name and on behalf of the Corporation, is authorized to: (a) execute, deliver, and file any documents in connection with the Articles; (b) apply for and obtain all permits, consents, approvals, and authorizations from third persons and governmental authorities in connection with the Articles; (c) pay all fees, costs, taxes, expenses, and other disbursements that are desirable, necessary, or appropriate to file and effectuate the Articles; and (d) do any and all other acts that an Authorized Officer determines are desirable, necessary, or appropriate in connection with the filing and effect of the filing of the Articles and otherwise carry out the intent and purposes of all the preceding resolutions; and further

[intentionally left blank]

RESOLVED, that the Secretary of the Corporation is directed to insert and maintain in the Corporation's minute book a copy of the Articles certified by the Minnesota Department of State.

PRIOR ACTS

RESOLVED, that to the extent any agent, officer, shareholders, or representative of the Corporation has already done any act or thing authorized in the foregoing resolutions, such act or thing is ratified and approved.

\_\_\_\_\_  
This Written Consent can be executed in counterparts. Each executed counterpart will constitute an original document, and all of them, collectively, will constitute the same instrument. When all the directors of the Corporation execute it, this Written Consent will be effective as of May 7, 2001.

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OTHO N MOURKAKOS

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DR. CHRISTOPHER KYRIAKIDES

\_\_\_\_\_  
  
DR. DAVID BEFOUW