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22313-1450 **PATENT**  
**REEL: 014394 FRAME: 0507**

**APOLLO BIOPHARMACEUTICS, INC.  
SECRETARY'S CERTIFICATE**

The undersigned, Craig Johnson, hereby certifies as follows:

1. He is the duly elected, qualified and acting Secretary of Apollo BioPharmaceutics, Inc., a Delaware corporation (the "Corporation").
2. Set forth below is a true and correct copy of certain resolutions duly adopted by the directors of the Corporation by written consent dated June 28, 2002. Such resolutions have not been altered, amended, modified or rescinded and remain in full force and effect on the date hereof:

WHEREAS, the stockholders of the Corporation desire to wind up and dissolve the Corporation.

RESOLVED, that the Corporation shall be wound up and dissolved pursuant to Section 275 of the DGCL.

RESOLVED FURTHER, that the following plan of complete liquidation of the Corporation is hereby adopted:

- (a) Within thirty (30) days after the date of the adoption of this resolution, the Corporation shall file Form 966 with the Director of Internal Revenue, Ogden, Utah (or other office where tax returns for the Corporation are filed), attaching thereto a certified copy of this resolution;
- (b) The Corporation, by its duly authorized officers, immediately upon adoption of this resolution, shall proceed to liquidate and distribute all of the remaining assets of the Corporation to the sole stockholder of the Corporation pursuant to Section 331(a) of the Internal Revenue Code of 1986, as amended, in exchange for the certificates representing all of the outstanding stock of the Corporation withholding from distribution only those assets required for the payment of any federal or state taxes and other liabilities, the amount to be retained (if any) to be determined by the President, all as incident to the plan of complete liquidation;

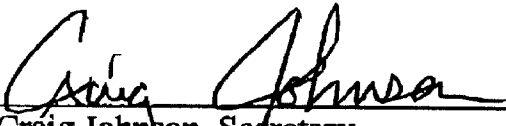
RESOLVED FURTHER, that the President or Secretary of the Corporation is hereby authorized and directed to execute a Certificate of Dissolution in accordance with the applicable provisions of the DGCL, and to file such Certificate with the Secretary of State of Delaware;

RESOLVED FURTHER, that upon commencement of proceedings to wind up and dissolve, the officers of the Corporation are hereby authorized and directed to file such

documents as required by the applicable provisions of the Internal Revenue Code and the Delaware Taxation Code; and

RESOLVED FURTHER, that the officers of the Corporation, and any of them, are each hereby authorized to pay all such fees and taxes and to take such action and to execute any and all certificates and other documents necessary or advisable in order to wind up the business affairs of the Corporation and to carry out the liquidation and dissolution.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on  
June 28, 2002.

  
Craig Johnson, Secretary