

PATENT ASSIGNMENT

Electronic Version v1.1

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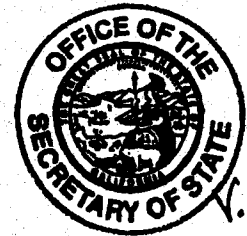
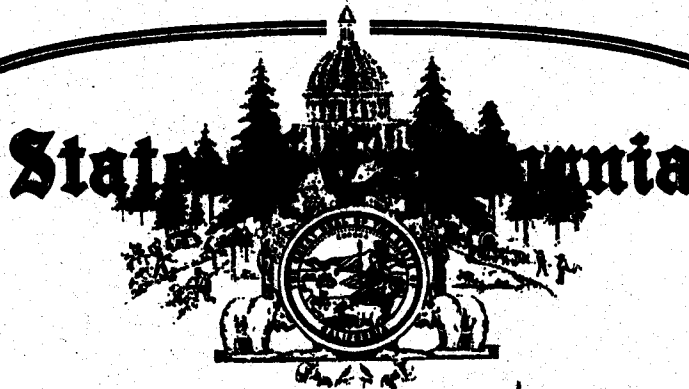
SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Newbiotics, Inc.	07/02/2004
RECEIVING PARTY DATA	
Name:	Celmed Oncology (USA), Inc.
Street Address:	c/o Celmed Biosciences, Inc.
Internal Address:	2310 Alfred-Nobel Blvd.
City:	Montreal, Quebec
State/Country:	CANADA
Postal Code:	H4S 2A4
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	10048033
CORRESPONDENCE DATA	
Fax Number:	(650)849-4800
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	650-849-4950
Email:	antoINETte.konski@bingham.com
Correspondent Name:	Antoinette F. Konski
Address Line 1:	c/o Bingham McCutchen LLP
Address Line 2:	Three Embarcadero Center, Suite 1800
Address Line 4:	San Francisco, CALIFORNIA 94111-4067
NAME OF SUBMITTER:	Antoinette F. Konski
Total Attachments: 15 source=namechange_#page1.tif source=namechange_#page2.tif source=namechange_#page3.tif source=namechange_#page4.tif	

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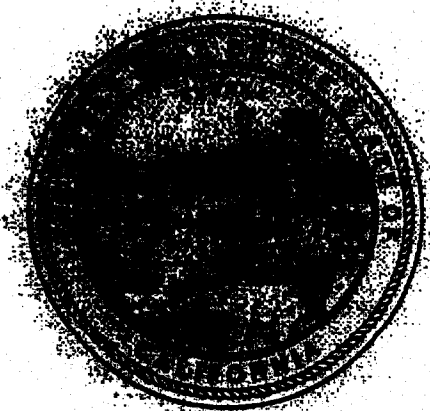
**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 14 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL - 6 2004



Kevin Shelley
Secretary of State

A0613928

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUL - 2 2004

AGREEMENT OF MERGER

KEVIN SHELLEY
Secretary of State

THIS AGREEMENT OF MERGER (this "Agreement"), is executed and delivered as of July 2, 2004, by and between NewBiotics, Inc., a California corporation (the "Surviving Corporation"), and Celmed Merger Co., Inc., a California corporation (the "Merging Corporation"). The Surviving Corporation will be a wholly-owned subsidiary of Celmed Biosciences Inc., a Québec corporation (the "Parent Corporation").

1. The Merging Corporation shall be merged into the Surviving Corporation, with the Surviving Corporation surviving (the "Merger").

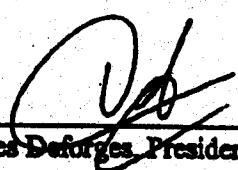
4. Upon consummation of the Merger, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety and shall be in the form attached hereto as Exhibit B and the Surviving Corporation shall be named "Celmed Oncology (USA), Inc."

5. The Surviving Corporation shall from time to time, as and when requested by the Parent Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger described above.

6. The effect of the Merger and the effective date of the Merger are as prescribed by law.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

CELMED MERGER CO., INC.	NEWBIOTICS, INC.
By:  Jacques Desforges, President and Secretary	By: _____ Roger Headrick, Chairman of the Board
	By: _____ Christopher Headrick, Secretary

sd-188928


Jul-02-2004 03:23pm From-

T-030 P.002/002 F-070


IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

CELMED MERGER CO., INC.

NEWBIOTICS, INC.


Jacques Desforges, President and Secretary


Roger Headrick, Chairman of the Board


Christopher Headrick, Secretary

sd-168928

Jul-02-2004 03:23pm From-

T-030 P.001/002 F-070

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

CELMED MERGER CO., INC.

NEWBIOTICS, INC.

Jacques Desforges, President and Secretary

Roger Headrick, Chairman of the Board



Christopher Headrick, Secretary

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PAGE 1/2 * RCVD AT 7/2/2004 3:21:50 PM [Central Daylight Time] * SVR: CH-UB FAX-015 * DNR: 1795 * CSD: * DURATION (mm-ss): 00-50

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**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Jacques Deforges certifies that:

1. He is the President and Secretary of Celmed Merger Co., Inc., a California corporation (the "Corporation"). The Corporation is a wholly-owned subsidiary of Celmed Biosciences Inc., a Québec corporation (the "Parent Corporation").

2. The Agreement of Merger in the form attached was duly approved by the Board of Directors of the Corporation.

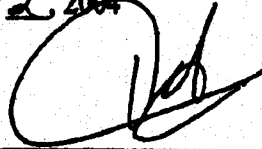
3. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.

5. The required vote of the Parent Corporation was obtained to approve the Agreement of Merger and the Parent Corporation's issuance of equity securities in connection with Merger.

[Signature page follows]

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: July 2, 2004

A handwritten signature in black ink, appearing to be 'J. Deforges', written over a horizontal line.

Jacques Deforges, President and Secretary

sd-188923

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Roger Headrick and Christopher Headrick certify that:

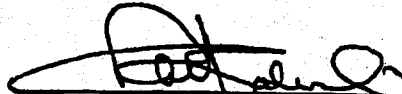
1. They are the Chairman of the Board and Secretary, respectively, of NewBiotics, Inc., a California corporation (the "Corporation").

2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.

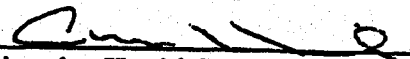
[Signature page follows]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: July 2, 2004



Roger Headrick, Chairman of the Board



Christopher Headrick, Secretary

EXHIBIT A

CONVERSION OF CAPITAL STOCK

EXHIBIT B

FORM OF ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CELMED ONCOLOGY (USA), INC.**

Roger Headrick and Christopher Headrick hereby certify that:

A. Roger Headrick is the Chairman of the Board and Christopher Headrick is the Secretary of NewBiotics, Inc., a California corporation (the "Corporation").

B. The Articles of Incorporation of the Corporation are hereby amended and restated to read as follows:

I

The name of the Corporation is Celmed Oncology (USA), Inc.

II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the General Corporation Law of California.

III

IV

Section 1. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the General Corporation Law of California) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the General Corporation Law of California, subject only to the limits set forth in Section 204 of the General Corporation Law of California with respect to actions for breach of duty to the Corporation or its shareholders. The Corporation is further authorized to provide insurance for agents as set forth in Section 317 of the General Corporation Law of California, provided that, in cases where the Corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in Section 317, as amended.

Section 3. Any repeal or modification of the foregoing provisions of this Article V by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification.

C. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

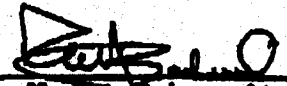
D. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the General Corporation Law of California. The number of shares voting in favor of the amendment equaled or exceeded the vote required.
outstanding shares of Commo

[SIGNATURE PAGE FOLLOWS]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 2, 2004

NEWBIOLOGICS, INC.



Roger Headrick, Chairman of the Board

Christopher Headrick, Secretary

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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 2, 2004

NEWBIOTICS, INC.

Roger Headrick, Chairman of the
Board

Christopher Headrick, Secretary

