

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
Lucie Germain	09/25/2005
Francois Auger	09/15/2005
Francois Bergeron	11/04/2005
Charles Roberge	10/03/2005

RECEIVING PARTY DATA

Name:	Altertek Bio Inc.
Street Address:	1336 rue Duquet, Sillery
City:	Quebec
State/Country:	CANADA
Postal Code:	G1S 1A9

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	10522010

CORRESPONDENCE DATA

Fax Number: (212)521-5450

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Correspondent Name: Jules E. Goldberg, Reed Smith LLP

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Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:

JG-SB-5208/500669.20002

NAME OF SUBMITTER:

Jules E. Goldberg

Total Attachments: 5

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PATENT

REEL: 018314 FRAME: 0569

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JG-SB-5208/500699.20002 /aba

ASSIGNMENT

WHEREAS, we, LUCIE GERMAIN, FRANÇOIS AUGER, FRANÇOIS BERGERON and CHARLES ROBERGE, citizens of Canada, residing at, respectively, 232 rue du Trèfle, St. Augustin-de-Demaures, Québec, G3A 1H8, Canada; 1336 rue Duquet, Sillery, Québec, G1S 1A9, Canada; 2051 rue Richer, app 12, Sainte-Foy, Québec, G1V 1P5, Canada and 2144 Dixon, Sillery, Québec, G1T 1C9, Canada (hereinafter referred to as the "Assignors"), have made certain inventions and discoveries disclosed in United States Patent Application Serial No. 10/522,010, entitled METHOD FOR PREPARING ENGINEERED TISSUE, filed on January 18, 2005, based on International Patent Application No. PCT/CA2003/001079 filed on July 16, 2003, claiming priority from United States Provisional Patent Application No. 60/366,004 filed on July 16, 2002 (hereinafter collectively referred to as the "Application");

AND WHEREAS, ALTERTEK BIO INC., whose full post office address is 1336 rue Duquet, Sillery, Quebec, G1S 1A9, Canada (hereinafter referred to as the "Assignee"), is desirous of acquiring the entire right, title, and interest in and to said inventions and discoveries, and in and to the Application inclusive of any and all priority rights derived therefrom for any and all countries in the world, and in and to any and all Letters Patent issuing in any and all countries in the world, to be granted for said inventions and discoveries based on said Application or on patent applications filed in any country claiming priority from said Application;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we the Assignors, do hereby sell, assign, transfer, and set over unto the Assignee, its successors and assigns, our entire right, title, and interest in and to the inventions and discoveries disclosed in the Application, and in and to the Application and any continuations or divisions thereof and all priority rights derived therefrom, and in and to any and all patent applications and any continuations or divisions thereof filed in any country claiming priority from the Application, and in and to all Letters Patent which may be granted upon the Application or upon patent applications filed in any and all countries in the world including the United States of America, claiming priority from the Application, and in and to any and all reissues, substitutions, or prolongations thereof; the same to be held and enjoyed by the Assignee for its own use and behoof, and for the use and behoof of its successors and assigns, to the full end of the term or terms for which said Letters Patent, or reissues, substitutions, or prolongations thereof may be granted, as fully and entirely as the same would have been held and enjoyed by us had this assignment and sale not been made;

AND we hereby agree that, upon request, and without further consideration, but at the expense of the Assignee, we will communicate to the Assignee or its representatives or nominees any

facts known to us respecting said inventions and discoveries and testify in any legal proceedings, sign all lawful papers, execute all divisional, continuing, and reissue applications, make all rightful oaths and generally aid the Assignee, its successors, assigns, and nominees to obtain and enforce proper patent protection for said inventions and discoveries in all countries, and we further agree to execute any and all further papers which may be necessary or desirable to vest or perfect the title of the Assignee, its successors and assigns, in and to said inventions and discoveries, and in and to any and all Letters Patent or reissues thereof which may be granted upon applications in any and all countries in the world.

AND we hereby authorize and request any official whose duty it is to issue patents to issue each and every Letters Patent to be granted upon the aforesaid Applications in any and all countries, and each and every reissue of said Letters Patent, to the Assignee, its successors and assigns, as the assignee of our entire right, title and interest therein, in accordance with this assignment.

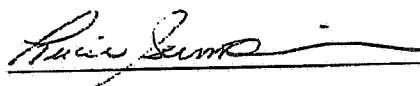
THIS assignment made effective as of July 16, 2003.

Tel que convenu par le cessionnaire et les cédants, cette cession a été rédigée en anglais. As agreed by both the assignee and the assignors, this assignment has been drawn up in English.

SIGNED this 25 day of September, 2005.

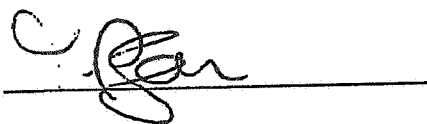


WITNESS

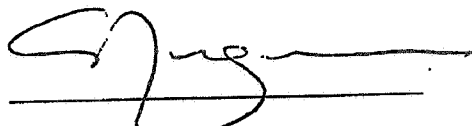


LUCIE GERMAIN

SIGNED this 15 day of September, 2005.

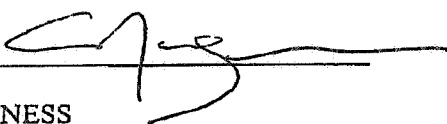


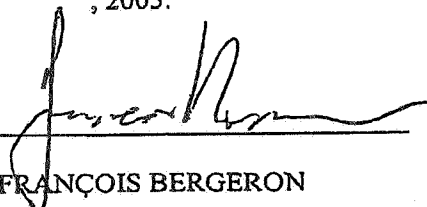
WITNESS



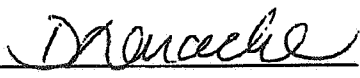
FRANÇOIS AUGER

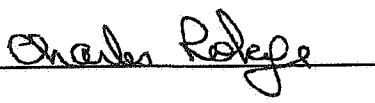
SIGNED this 4 day of November, 2005.


WITNESS


FRANÇOIS BERGERON

SIGNED this 3rd day of October, 2005.

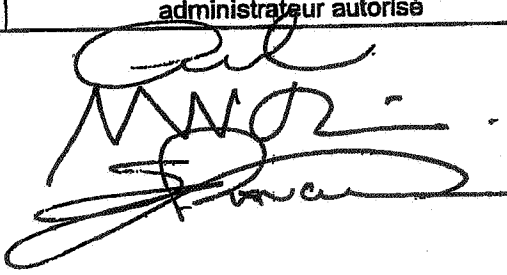

WITNESS


CHARLES ROBERGE

inspecteur général
des institutions
financières

Québec

Formulaire 6
STATUTS DE FUSION
Loi sur les compagnies, L.R.Q., c. C-38
Partie IA

1 Dénomination sociale de la compagnie issue de la fusion BIOGENTIS INC.		1.1 ☒ Fusion simplifiée
2 District judiciaire du Québec où la compagnie établit son siège Québec	3 Nombre précis ou nombres minimal et maximal d'administrateurs Minimum : 1, Maximum : 10	4 Date d'entrée en vigueur si postérieure à celle du dépôt S/O
5 Description du capital-actions L'annexe 1 ci-jointe fait partie intégrante de ce formulaire comme si y récitée au long.		
6 Restrictions sur le transfert des actions, le cas échéant L'annexe 2 ci-jointe fait partie intégrante de ce formulaire comme si y récitée au long.		
7 Limites imposées à son activité, le cas échéant S/O		
8 Autres dispositions L'annexe 3 ci-jointe fait partie intégrante de ce formulaire comme si y récitée au long.		
Dénomination sociale des compagnies qui fusionnent		Signature d'un administrateur autorisé
DERMACOR INC. ALTERTEK BIO INC. BIOGENTIS INC.		

Si l'espace est insuffisant, joindre une annexe en deux (2) exemplaires.

Réservé à l'administration

C-216 (Rév. 2002-08)



Gouvernement du Québec
Déposé le

12 SEP. 2003

L'inspecteur général des
Institutions financières

PATENT
REEL: 018314 FRAME: 0574

Corporatex



CERTIFICAT DE FUSION

Loi sur les compagnies, Partie IA
(L.R.Q., chap. C-38)

J'atteste par les présentes que les compagnies mentionnées dans les statuts de fusion ci-joints ont fusionné le **12 SEPTEMBRE 2003**, en vertu de la partie IA de la Loi sur les compagnies, en une seule compagnie sous la dénomination sociale

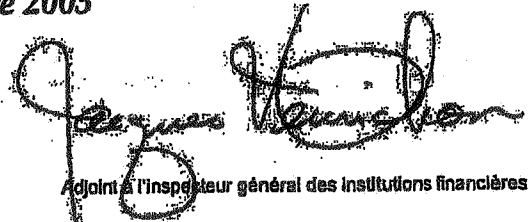
BIOGENTIS INC.

Comme indiqué dans les statuts de fusion ci-joints.

Déposé au registre le 15 septembre 2003
sous le matricule 1161720678

Inspecteur général
des institutions
financières

Québec 


Adjoint à l'inspecteur général des institutions financières

PATENT