

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
BIOPOLYMER ENGINEERING PHARMACEUTICAL, INC.	01/26/2010

RECEIVING PARTY DATA

Name:	Biothera, Inc.
Street Address:	3388 Mike Collins Drive
City:	Eagan
State/Country:	MINNESOTA
Postal Code:	55121

PROPERTY NUMBERS Total: 18

Property Type	Number
Patent Number:	5622939
Patent Number:	5322841
Patent Number:	5488040
Patent Number:	5622940
Patent Number:	5504079
Patent Number:	5783569
Patent Number:	5849720
Patent Number:	5811542
Patent Number:	5532223
Patent Number:	5663324
Patent Number:	6117850
Patent Number:	6090938
Patent Number:	6110692
Patent Number:	6046323
Patent Number:	6084092

OP \$720.00 5622939

Patent Number:	5819643
Patent Number:	6630310
Patent Number:	6369216

CORRESPONDENCE DATA

Fax Number: (612)677-3572
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 651-256-4615
Email: dpeterson@cpaglobal.com
Correspondent Name: Biothera, Inc.
Address Line 1: C/O CPA GLOBAL
Address Line 2: PO BOX 52050
Address Line 4: MINNEAPOLIS, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	ASSIGNMENT #1
NAME OF SUBMITTER:	Catherine J. Benson

Total Attachments: 41

- source=Biothera, Inc. Documentation#page1.tif
- source=Biothera, Inc. Documentation#page2.tif
- source=Biothera, Inc. Documentation#page3.tif
- source=Biothera, Inc. Documentation#page4.tif
- source=Biothera, Inc. Documentation#page5.tif
- source=Biothera, Inc. Documentation#page6.tif
- source=Biothera, Inc. Documentation#page7.tif
- source=Biothera, Inc. Documentation#page8.tif
- source=Biothera, Inc. Documentation#page9.tif
- source=Biothera, Inc. Documentation#page10.tif
- source=Biothera, Inc. Documentation#page11.tif
- source=Biothera, Inc. Documentation#page12.tif
- source=Biothera, Inc. Documentation#page13.tif
- source=Biothera, Inc. Documentation#page14.tif
- source=Biothera, Inc. Documentation#page15.tif
- source=Biothera, Inc. Documentation#page16.tif
- source=Biothera, Inc. Documentation#page17.tif
- source=Biothera, Inc. Documentation#page18.tif
- source=Biothera, Inc. Documentation#page19.tif
- source=Biothera, Inc. Documentation#page20.tif
- source=Biothera, Inc. Documentation#page21.tif
- source=Biothera, Inc. Documentation#page22.tif
- source=Biothera, Inc. Documentation#page23.tif
- source=Biothera, Inc. Documentation#page24.tif
- source=Biothera, Inc. Documentation#page25.tif
- source=Biothera, Inc. Documentation#page26.tif
- source=Biothera, Inc. Documentation#page27.tif
- source=Biothera, Inc. Documentation#page28.tif
- source=Biothera, Inc. Documentation#page29.tif
- source=Biothera, Inc. Documentation#page30.tif
- source=Biothera, Inc. Documentation#page31.tif

source=Biothera, Inc. Documentation#page32.tif
source=Biothera, Inc. Documentation#page33.tif
source=Biothera, Inc. Documentation Additional Documentation#page1.tif
source=Biothera, Inc. Documentation Additional Documentation#page2.tif
source=Biothera, Inc. Documentation Additional Documentation#page3.tif
source=Biothera, Inc. Documentation Additional Documentation#page4.tif
source=Biothera, Inc. Documentation Additional Documentation#page5.tif
source=Biothera, Inc. Documentation Additional Documentation#page6.tif
source=Biothera, Inc. Documentation Additional Documentation#page7.tif
source=Biothera, Inc. Documentation Additional Documentation#page8.tif

State of Minnesota

6054

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

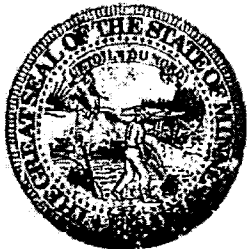
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Complete Environmental, Inc.

Corporate Charter Number: 9M-454

Chapter Formed Under: 302A

This certificate has been issued on 01/14/1997.



Joan Anderson Grove
Secretary of State.



STATE OF MINNESOTA
 SECRETARY OF STATE
 ARTICLES OF INCORPORATION
 Business and Nonprofit Corporations

3 / 22
 6035

PM-454

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK.
 Please read the directions on the reverse side before completing this form. All information on this form is public information.

TO EXPEDITE THE RETURN OF YOUR DOCUMENTS, PLEASE SUBMIT A STAMPED, SELF-ADDRESSED ENVELOPE.

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a (mark ONLY one):

FOR-PROFIT BUSINESS CORPORATION (Chapter 302A) NONPROFIT CORPORATION (Chapter 317A)

The name of the corporation is:

ARTICLE I NAME

Complete ENVIRONMENTAL,

~~PAUL~~ ~~SAINT DENNIS~~ INC.

(Business Corporation names must include a corporate designation such as Incorporated, Corporation, Company, Limited or an abbreviation of one of these words.)

ARTICLE II REGISTERED OFFICE ADDRESS AND AGENT

The registered office address of the corporation is:

2108 Lower SAINT DENNIS Road

(A complete street address or rural route and rural route box number is required; the address cannot be a P.O. Box) City State Zip
 ST. PAUL, MN 55116

The registered agent at the above address is:

(Note: You are not required to have a registered agent.) Name

ARTICLE III SHARES

The corporation is authorized to issue a total of 10,000,000 shares.
 (If you are a business corporation you must authorize at least one share. Nonprofit corporations are not required to have shares.)

ARTICLE IV INCORPORATORS

I (We), the undersigned incorporator(s) certify that I am (we are) authorized to execute these articles and that the information in these articles is true and correct. I (We) also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if I had signed these articles under oath. (Provide the name and address of each incorporator. Each incorporator must sign below. List the incorporators on an additional sheet if you have more than two incorporators.)

Name	Street	City	State	Zip	Signature
DAN COWNERS	2108 Lower St. Dennis Rd	ST. PAUL	MIN	55116	<i>Dan Cowners</i>

List the Standard Industrial Classification Code (SIC) that most accurately describes the nature of the business of this corporation. Select one of the 2-digit SIC Codes listed on the backside of this form. E7

Print name and phone number of person to be contacted if there is a question about the incorporation articles.

DAN COWNERS FILED JAN 14 1997 699-1866
 Name Phone Number

03030254 Rev. 05/90

Jan Collins Howe
 Secretary, State

9/m-484



MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION 6383

BEFORE COMPLETING THIS FORM, PLEASE READ INSTRUCTIONS LISTED BELOW.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Complete Environmental, Inc

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Following amendment(s) of articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form ____)

ARTICLE 1

Name Change to:

Biopolymer Engineering, Inc.

The corporation is authorized to issue a total of 2,000,000 shares of stock ✓

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

Martha Connors

(Signature of Authorized Person)

INSTRUCTIONS

1. Type or print with black ink.
2. A Filing Fee of: \$35.00, made payable to the Secretary of State.
3. Return completed forms to:

Secretary of State
180 State Office Building
100 Constitution Ave.
St. Paul, MN 55155-1299
(612)296-2803

FOR OFFICE USE ONLY

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 24 1997

J. Andrew Howe

Secretary of State

911-454

5285

EXECUTION COPY
As of August 8, 1997

RESTATED ARTICLES OF INCORPORATION
OF
BIOPOLYMER ENGINEERING, INC.

The following RESTATED ARTICLES OF INCORPORATION of Biopolymer Engineering, Inc., a ~~for-profit business corporation~~ organized under the provisions of the Minnesota Business Corporation Act (the "Corporation"), being duly adopted pursuant to the authority and provisions of Chapter 302A of the Minnesota Business Corporation Act, supersede and take the place of the existing Articles of Incorporation of the Corporation and any amendments thereto:

ARTICLE I

Corporate Name

The name of the Corporation is Biopolymer Engineering, Inc.

ARTICLE II

Registered Office and Agent

The address of the initial registered office of the Corporation is: 405 Second Avenue, South, Minneapolis, Minnesota 55401 (Hennepin County); and the name of its initial registered agent at such address is: CT Corporation System.

ARTICLE III

Capital Stock

A. The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock having a par value of \$0.01 per share.

B. The Common Stock shall be divided into two (2) classes as follows:

Class A Common Stock - Nine Million Nine Hundred Thousand (9,900,000) shares.

Class B Common Stock - One Hundred Thousand (100,000) shares.

The designations, powers, rights and preferences of holders of Class A Common Stock and Class B Common Stock, respectively, and the qualifications, limitations or restrictions thereof in respect to the capital stock of the Corporation shall be identical in all respects, except as follows:

Dividends. Notwithstanding the proportionate ownership of the Common Stock, the holders of Class A Common Stock and the holders of Class B Common Stock each shall be entitled pari passu to receive fifty percent (50%) of the first \$5,000,000 in dividends paid by the Corporation, when and as declared by the Board of Directors, in cash out of any funds legally available therefor.

050892

5286

Dividends paid by the Corporation after the first \$5,000,000 in dividends shall be paid ratably to the holders of the Common Stock (regardless of whether Class A Common Stock or Class B Common Stock is held) in accordance with their percentage ownership in the outstanding Common Stock.

C. The holders of stock of the Corporation shall have such preemptive or other subscription rights as are provided for under Section 302A.413 of the Minnesota Business Corporation Act, and shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation and of any additional stock issued by reason of any increase of authorized capital stock of the Corporation and other securities convertible into stock of the Corporation, as contemplated by Section 302A.413 of the Minnesota Business Corporation Act.

ARTICLE IV

Limitations on Transfer of Stock

The transferability of any of the stock of the Corporation may be restricted from time to time by the shareholders by appropriate provisions in the Bylaws or by agreement or agreements entered into by a shareholder or shareholders with the Corporation and/or any other shareholder or shareholders, and/or with any third persons, and the shares of stock of such shareholder or shareholders thereupon shall be subject to such Bylaws, agreement or agreements and shall be transferable only upon proof of compliance therewith; provided, however, that such Bylaws, agreement or agreements shall be filed with the Corporation and reference thereto placed on the certificate or certificates of stock.

CERTIFICATE

I, Daniel K. Connors, the President of the Corporation, do hereby certify that the foregoing Restated Articles of Incorporation contain amendments to the existing Articles of Incorporation of the Corporation adopted as of August 7, 1997, by the Board of Directors and Shareholders, in accordance with Chapter 302A of the Minnesota Business Corporation Act.

Executed on behalf of the Corporation as of the 8th day of August, 1997.

BIOPOLYMER ENGINEERING, INC.

By:

Daniel K. Connors
Daniel K. Connors,
President

The Standard Industrial Classification Code that most accurately describes the nature of the business of the Corporation is 28.

The foregoing instrument was drafted by and, after filing, should be returned to, Robert H. Maca, Jr., Paralegal, Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-5367 (Phone: 414-297-5684).

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 22 1997*

Jan Anderson Hines

Secretary of State

©1997 DOCPLANNING SYSTEMS, INC. ALL RIGHTS RESERVED. 10/97

QM-454

3308

EXHIBIT A

ARTICLES OF AMENDMENT
TO RESTATED ARTICLES OF INCORPORATION
OF
BIOPOLYMER ENGINEERING, INC.

The following ARTICLES OF AMENDMENT of Biopolymer Engineering, Inc., a for-profit business corporation organized under the provisions of the Minnesota Business Corporation Act (the "Corporation"), have been duly adopted pursuant to the authority and provisions of Chapter 302A of the Minnesota Business Corporation Act:

1. Corporate Name: The name of the Corporation is Biopolymer Engineering, Inc.
2. These Articles of Amendment are effective upon filing thereof with the Minnesota Secretary of State.
3. ARTICLE III, Paragraph A. of the Restated Articles of Incorporation of the Corporation, filed August 22, 1997 in the office of the Minnesota Secretary of State, is hereby amended in its entirety to read as follows:

"A. The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock having a par value of One Dollar (\$1.00) per share."

4. The foregoing amendment has been adopted pursuant to Chapter 302A of the Minnesota Business Corporation Act.

I, Daniel K. Conners, the President of the Corporation, do hereby certify that the foregoing Articles of Amendment to Restated Articles of Incorporation contain amendments to the existing Restated Articles of Incorporation of the Corporation adopted as of December 9, 1997, by the Board of Directors and Shareholders, in accordance with Chapter 302A of the Minnesota Business Corporation Act. I further certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this amendment under oath.

Executed on behalf of the Corporation as of the 9th day of December, 1997.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 09 1997

Jeanne Conners Moore
Secretary of State

BIOPOLYMER ENGINEERING, INC.

By:

Daniel K. Conners
Daniel K. Conners,
President

Secretary of State The Standard Industrial Classification Code that most accurately describes the nature of the business of the Corporation is 82.

The foregoing instrument was drafted by and, after filing, should be returned to, Robert H. Mace, Jr., Paralegal, Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-3367 (Phone: 414-297-5684).

001278

9M-454

7 2579

RESTATED ARTICLES OF INCORPORATION
OF
BIOPOLYMER ENGINEERING, INC.

The following RESTATED ARTICLES OF INCORPORATION of Biopolymer Engineering, Inc., a for-profit business corporation organized under the provisions of the Minnesota Business Corporation Act (the "Corporation"), being duly adopted pursuant to the authority and provisions of Chapter 302A of the Minnesota Business Corporation Act, supersede and take the place of the existing Articles of Incorporation of the Corporation and any amendments thereto:

ARTICLE I

Corporate Name

The name of the Corporation is Biopolymer Engineering, Inc. ✓

ARTICLE II

Registered Office and Agent

The address of the initial registered office of the Corporation is: 405 Second Avenue, South, Minneapolis, Minnesota 55401 (Hennepin County); and the name of its initial registered agent at such address is: CT Corporation System.

ARTICLE III

Capital Stock

A. The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock having a par value of \$0.01 per share.

B. The Common Stock shall be divided into three (3) classes as follows:

1. Class A Common Stock - Eight Million Nine Hundred Thousand (8,900,000) shares;
2. Class B Common Stock - One Hundred Thousand (100,000) shares; and
3. Class C Common Stock - One Million (1,000,000) shares.

The designations, powers, rights and preferences of holders of Class A Common Stock, Class B Common Stock and Class C Common Stock, respectively, and the qualifications, limitations or restrictions thereof in respect to the capital stock of the Corporation shall be identical in all respects, except as follows:

Dividends.

The first \$5,000,000 in dividends paid by the Corporation, when and as declared by the Board of Directors, in cash out of any funds legally available therefor shall be paid as follows:

1. The Class B Common Stock shareholders shall receive pari passu fifty percent (50%) of the first \$5,000,000 in dividends paid by the Corporation;
2. The Class C Common Stock shareholders shall receive pari passu a dividend equal to the sum of (i) the total dividend declared by the Corporation, (ii) divided by the total number of outstanding shares of Common Stock in the Corporation, and (iii) multiplied by the total number of outstanding shares of Class C Common Stock; and
3. Any remaining dividend amount shall be paid to the Class A Common Stock shareholders pari passu.

Dividends paid by the Corporation after the first \$5,000,000 in dividends shall be paid ratably to the shareholders (regardless of whether Class A Common Stock, Class B Common Stock or Class C Common Stock is held) in accordance with their percentage ownership in the outstanding Stock.

C. The holders of stock of the Corporation shall have such preemptive or other subscription rights as are provided for under Section 302A.413 of the Minnesota Business Corporation Act, and shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation and of any additional stock issued by reason of any increase of authorized capital stock of the Corporation and other securities convertible into stock of the Corporation, as contemplated by Section 302A.413 of the Minnesota Business Corporation Act.

ARTICLE IV

Limitations on Transfer of Stock

The transferability of any of the stock of the Corporation may be restricted from time to time by the shareholders by appropriate provisions in the Bylaws or by agreement or agreements entered into by a shareholder or shareholders with the Corporation and/or any other shareholder or shareholders, and/or with any third persons, and the shares of stock of such shareholder or shareholders thereupon shall be subject to such Bylaws, agreement or agreements and shall be transferable only upon proof of compliance therewith; provided,

2581

however, that such Bylaws, agreement or agreements shall be filed with the Corporation and reference thereto placed on the certificate or certificates of stock.

CERTIFICATE

I, Daniel K. Conners, the President of the Corporation, do hereby certify that the foregoing Restated Articles of Incorporation contain amendments to the existing Articles of Incorporation of the Corporation adopted as of July 21, 1998, by the Board of Directors and Shareholders, in accordance with Chapter 302A of the Minnesota Business Corporation Act.

Executed on behalf of the Corporation as of the 31st day of July, 1998.

BIOPOLYMER ENGINEERING, INC.

By:



Daniel K. Conners,
President

The Standard Industrial Classification Code that most accurately describes the nature of the business of the Corporation is 87.

The foregoing instrument was drafted by and, after filing, should be returned to, Robert H. Mace, Jr., Paralegal, Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-5367 (Phone: 414-297-5684).

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 10 1998



Secretary of State

-3-

001.332824.1



9M-454

2579

**MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION**

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

1. Only complete the "Amendment of Articles of Incorporation" form if you are making changes to items 2-4 of the "Annual Registration" form (reverse side).
2. Type or print in black ink.
3. There is a \$36.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
4. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Biopolymer Engineering, Inc.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

The following amendment(s) of articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 1.)

ARTICLE II

The address of the registered office of the Corporation is:

445 ETNA STREET
SUITE 58
ST. PAUL, MINN. 55106

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.40, as if I had signed this amendment under oath.

Daniel K. Connors
Daniel K. Connors (Signature of Authorized Person)

If you have any questions please contact the Secretary of State's office at (612) 296-2803.

RETURN TO:

Secretary of State/Records Processing Section
160 State Office Bldg., 100 Constitution Ave.
St. Paul, MN 55165-1289

01821340 397
(MN009 - 6/9/98)

021291

AR 7/15/99

FOR OFFICE USE ONLY
STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUL 15 1999

Henry Kilbuck
Secretary of State M

PATENT

REEL: 026293 FRAME: 0555

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIOPOLYMER ENGINEERING, INC.

am-454

The undersigned, Chief Executive Officer, hereby states that the Directors and Shareholders of the Corporation unanimously agreed on January 14, 2000 to amend and restate the Articles of Incorporation of Biopolymer Engineering, Inc. Such Restated Articles of Incorporation to supersede the original articles and all previous amendments thereto:

ARTICLE I

The name of this corporation is Biopolymer Engineering, Inc.

ARTICLE II

The registered office of the Corporation is 445 Etna Street, Suite 58, Minneapolis, Minnesota 55106.

ARTICLE III

A. Classes of Stock.

1. Authorized Shares. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock that the Corporation is authorized to issue is One Hundred Million (100,000,000) shares, of which Twenty Million (20,000,000) shares shall be Common Stock and Three Hundred Fifty Thousand (350,000) shares shall be Preferred Stock, each with a par value of \$0.01 per share. There are two series of Preferred Stock. The first series of Preferred Stock shall be designated "Series A Preferred Stock," consisting of One Hundred Thousand (100,000) shares. The second series of Preferred Stock shall be designated "Series B Preferred Stock," consisting of Two Hundred Fifty Thousand (250,000) shares. The Series A Preferred Stock and the Series B Preferred Stock are referred to herein collectively as the "Preferred Stock."

2. Issuance of Shares. The Board of Directors of the Corporation is authorized from time to time to accept subscriptions for, issue, sell and deliver shares of stock of any class or series of the Corporation, and the rights to purchase securities of the Corporation, to such persons, at such time, for such consideration, and upon such terms and conditions as the Board of Directors shall determine.

040104

3. Class and Series of Shares. The Board of Directors of the Corporation is further authorized to issue more than one class and/or series of shares and has the power to fix the relative rights and preferences of any such classes and series.

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, and privileges of the Preferred Stock are as follows:

1. Dividend Rights. The holders of the Preferred Stock shall be entitled to receive dividends, parri passu with the holders of the Common Stock, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Voting Rights.

(a) Generally. The Preferred Stock and Common Stock shall vote together as one class at any annual or special meeting of stockholders of the Corporation, and may act by written consent in the same manner as the Common Stock. Each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the largest number of whole shares of Common Stock into which such holder's aggregate number of shares of Preferred Stock are convertible pursuant to Section 4 below immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

(b) Corporate Action. Except as expressly provided herein or as required by law, the Corporation shall not, without the approval by vote or written consent of the holders of at least a majority of the then outstanding shares of the Preferred Stock, voting together as a class declare and pay or set aside funds for the payment of any dividend or distribution with respect to any share of Common Stock.

(c) Election of the Board of Directors. The holders of the Series A Preferred Stock, voting as a separate class, shall be entitled to elect two (2) directors of the Corporation; (i) the holders of the Series B Preferred Stock shall be entitled to elect one (1) director of the Corporation, for so long as at least One Hundred Thousand (100,000) shares of Series A Preferred Stock is outstanding, and two directors of the Corporation so long as at least two Hundred Thousand (200,000) shares of Series B Preferred Stock are outstanding; and (ii) the holders of the Common Stock shall be entitled to name the remaining directors.

Liquidation Rights.

(a) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Common Stock, the holders of Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount per share equal to the applicable Liquidation Preference. Upon any liquidation, distribution, or winding up, the assets of the Corporation shall be insufficient to make payment in full to all holders of Preferred Stock of the Liquidation Preference set forth in this Section 3(a), then such assets shall be distributed

among the holders of Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(b) After payment of the full liquidation preferences of the Preferred Stock as set forth in Sections 3(a) above, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock.

(c) The following events shall be considered a liquidation under this Section:

(i) any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than 50% of the Corporation's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred; or

(ii) a sale, lease or other disposition of all or substantially all of the assets of the Corporation.

4. Conversion Rights. The Preferred Stock shall have conversion rights as follows:

(a) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock immediately upon the consummation of a Qualified Public Offering by the Corporation. Each share of Series A Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to Original Series A Issue Price divided by the Series A Conversion Price. Each share of Series B Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to Original Series B Issue Price divided by the Series B Conversion Price.

(b) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of such fractional shares as determined by the Board of Directors of the Corporation. For such purpose, all shares of Preferred Stock held by each holder shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Upon the automatic conversion of Preferred Stock pursuant to paragraph 4(a) above, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its

transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to the Qualified Public Offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of the sale of such securities.

(c) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions or Combination of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Prices in effect for any series of Preferred Stock immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Price for any series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(ii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Conversion Prices then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change.

(d) Certificate of Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Section 4, the Corporation at its

expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Prices at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Preferred Stock.

(e) Notices of Record Date. In the event that the Corporation shall propose at any time (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of the Preferred Stock at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above. Each such written notice shall be given by first class mail, postage prepaid, or nationally recognized overnight courier, or personally delivered, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation.

(f) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. Certain Definitions.

"Conversion Price" or "Conversion Prices" shall mean the Series A Conversion Price and the Series B Conversion Price.

"Conversion Rights" means the right of a holder of Preferred Shares to convert shares of Preferred Stock into Common Stock as specified in Section 4.

"Corporation" means Biopolymer Engineering, Inc., a Minnesota corporation.

"Liquidation Preference" means, with respect to the Series A Preferred Stock, the Original Series A Issue Price multiplied by 5; and, with respect to the Series B Preferred Stock, the Original Series B Issue Price multiplied by 2. The Liquidation Preference of a series of Preferred Stock shall be subject to adjustments for stock splits, combinations and the like with respect to such series of Preferred Stock.

"Original Series A Issue Price" shall mean \$5.00 per share of Series A Preferred Stock.

"Original Series B Issue Price" shall mean \$5.00 per share of Series B Preferred Stock.

"Preferred Stock" means the Series A Preferred Stock and the Series B Preferred Stock.

"Qualified Public Offering" shall mean an underwritten public offering pursuant to an effective registration statement under the Securities Act (i) after giving effect to which the Common Stock is listed on a United States national stock exchange or quoted on the Nasdaq National Market System or a successor thereto, (ii) resulting in proceeds to the Corporation of not less than \$5 million (prior to expenses and underwriting commissions) and (iii) at an offering price per share equal to at least \$3 (as appropriately adjusted for future stock splits, stock dividends, recapitalizations and similar transactions affecting the Common Stock).

"Securities Act" means the Securities Act of 1933, as amended, or any successor federal statute, and the rules and regulations of the Securities and Exchange Commission thereunder, all as the same shall be in effect at the time.

"Series A Conversion Price" shall initially be \$5.00, and shall be subject to adjustment as provided in Section 4(d) of Division B of this Article III.

"Series A Preferred Stock" means the Series A Preferred Stock of the Corporation, par value \$0.01.

"Series B Conversion Price" shall initially be \$5.00, and shall be subject to adjustment as provided in Section 4(d) of Division B of this Article III.

"Series B Preferred Stock" means the Series B Preferred Stock of the Corporation, par value \$0.01.

C. Rights of Common Stock

1. Dividend Rights. The holders of the Common Stock shall be entitled to receive dividends, parri passu with the holders of the Preferred Stock, when and as declared

by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be distributed as provided in Section 3 of Division (B) of Article III hereof.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE IV

No shareholder of this corporation shall have any preemptive rights. No shareholder shall be entitled to any cumulative voting rights.

ARTICLE V

The affirmative vote of the holders of a majority of the voting power of the shares represented and voting at a duly held meeting of the shareholders of this corporation is required for an action of the shareholders, except where Minnesota Statutes, Chapter 302A, require the affirmative vote of a majority of the voting power of all voting shares. The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

ARTICLE VI

The number of this directors of this corporation shall be fixed in the manner provided in the Bylaws.

ARTICLE VII

Any action required or permitted to be taken at a meeting of the Board of Directors of this corporation not needing approval by the shareholders under Minnesota Statutes, Chapter 302A, may be taken in written action signed by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors were present.

ARTICLE VIII


No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Sections 302A.559 and 80A.23 of the

Minnesota Statutes; (iv) for any transaction from which the director derived any improper personal benefit; (v) for any act or omission occurring prior to the date when this provision becomes effective.

The provisions of this Article VIII shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this Article.

If the Minnesota Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Minnesota Statutes, as so amended.

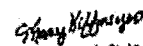
IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of January, 2000.


Dan Conners, President

428196_1

STATE OF MINNESOTA
FILED

JAN 14 2000


Gary Williams
Secretary of State

9M-454

CERTIFICATE OF CORRECTION
FILED TO CORRECT A CERTAIN ERROR IN
THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF BIOPOLYMER ENGINEERING, INC.
FILED IN THE OFFICE OF
THE SECRETARY OF STATE OF MINNESOTA
ON JANUARY 14, 2000

Biopolymer Engineering, Inc., a corporation incorporated and existing under and by virtue of the Minnesota Business Corporation Act,

DOES HEREBY CERTIFY:

1. The name of the corporation is Biopolymer Engineering, Inc.
2. That Amended and Restated Articles of Incorporation of Biopolymer Engineering, Inc. were filed by the Secretary of State of Minnesota on January 14, 2000 and that said Amended and Restated Articles requires correction.
3. The inaccuracy or defect of said Amended and Restated Articles of Incorporation is to be corrected by the deletion of Article III, Section B, subpart 2(b) therefrom, and the insertion of the following replacement provision:

(b) Corporate Action. (i) Except as expressly provided herein or as required by law, the Corporation shall not, without the approval by vote or written consent of the holders of at least a majority of the then outstanding shares of the Preferred Stock, voting together as a class declare and pay or set aside funds for the payment of any dividend or distribution with respect to any share of Common Stock; (ii) Without the unanimous approval of the Board of Directors, the Company will not issue options or warrants to purchase shares of the Corporation's capital stock for less than \$5.00 per share (subject to adjustment for stock splits, combinations and the like).

IN WITNESS WHEREOF, said Biopolymer Engineering, Inc. has caused this Certificate to be signed by Daniel K. Connors, its President, this 26th day of January, 2000.

BIOPOLYMER ENGINEERING, INC.
By: *Daniel K. Connors*
Daniel K. Connors, its President

STATE OF MINNESOTA
DEPARTMENT OF STATE

FILED
FEB -- 1 2000 *jc*

Henry Hoff
Secretary of State

43437_1

042263

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.
DATED 3/23/10
Mark Ritchie
Secretary of State
By Carly Stryker



Notice of Change of
Registered Office - Registered Agent or Both

9M-454

- 1. Entity Name: Biopolymer Engineering, Inc.
- 2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.
3388 Mike Collins Drive Eagan MN 55118 ✓
Street City State Zip Code
- 3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota companies):

NONE


If you do not wish to designate an agent, you must list "NONE" in this box.
DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Sections 302A.122, 302A.10, 317A.122, or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.



Signature of Authorized Person

<p>Filing Fees: Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00 Non-Minnesota Corporations: \$50.00 Make checks payable to: Secretary of State</p> <p>Return to: Minnesota Secretary of State 180 State Office Building 100 Constitution Ave. St. Paul, MN 55155-1299 Telephone: 651-296-2803</p>	<p>(For use by the Secretary of State)</p> <p>STATE OF MINNESOTA DEPARTMENT OF STATE FILED</p> <p>OCT 31 2001</p> <p> Secretary of State</p>
---	--

802584-1

014-126

9M-454

DC - Design of Shares



24774460002

STATEMENT OF DESIGNATION OF SHARES
BIOPOLYMER ENGINEERING, INC.

The undersigned hereby certifies that the resolutions set forth below were duly adopted by the Board of Directors of Biopolymer Engineering, Inc. (the "Company") as of October 31, 2004:

Designation of Additional Shares of Common Stock

WHEREAS, the Company's Articles of Incorporation state that the Company has authority to issue 100,000,000 shares of capital stock, of which 20,000,000 shares shall be Common Stock and 350,000 shares shall be Preferred Stock;

WHEREAS, the remaining shares of the Company's capital stock are undesignated;

WHEREAS, the Company's Articles of Incorporation authorize the Board of Directors to issue more than one class and/or series of its capital stock with the power to fix the relative rights, and preferences of any such classes and series;

WHEREAS, Minnesota Statutes, Section 302A.401, requires the Board of Directors to approve by affirmative vote the designations, preferences, rights and limitations of any class or series of such undesignated stock; and

WHEREAS, it is in the best interest of the Company to approve the designation of such undesignated stock;

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that the Board of Directors hereby designate 10,000,000 shares of the Company's undesignated stock as Common Stock, \$.01 par value; and

FURTHER RESOLVED, that the executive officers of the Company are hereby authorized and directed to file a statement setting forth the designation of such previously undesignated stock with the Secretary of State of Minnesota and to do such other necessary or appropriate acts to use the additional shares of Common Stock to have full force and effect.

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the Corporation.

Date: August 17, 2007

STATE OF MINNESOTA
DEPARTMENT OF STATE

FILED

AUG 21 2007

William L. Gacki, Officer

4234928_1.DOC

Mark Ritchie
Secretary of State

9M-454

DC - Design of Shares



STATEMENT OF DESIGNATION OF SHARES
BIOPOLYMER ENGINEERING, INC.

The undersigned hereby certifies that the resolutions set forth below were duly adopted by the Board of Directors of Biopolymer Engineering, Inc. (the "Company") as of October 31, 2004:

Designation of Additional Shares of Common Stock

WHEREAS, the Company's Articles of Incorporation state that the Company has authority to issue 100,000,000 shares of capital stock, of which 20,000,000 shares shall be Common Stock and 350,000 shares shall be Preferred Stock;

WHEREAS, the remaining shares of the Company's capital stock are undesignated;

WHEREAS, the Company's Articles of Incorporation authorize the Board of Directors to issue more than one class and/or series of its capital stock with the power to fix the relative rights, and preferences of any such classes and series;

WHEREAS, Minnesota Statutes, Section 302A.401, requires the Board of Directors to approve by affirmative vote the designations, preferences, rights and limitations of any class or series of such undesignated stock; and

WHEREAS, it is in the best interest of the Company to approve the designation of such undesignated stock;

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that the Board of Directors hereby designate 10,000,000 shares of the Company's undesignated stock as Common Stock, \$.01 par value; and

FURTHER RESOLVED, that the executive officers of the Company are hereby authorized and directed to file a statement setting forth the designation of such previously undesignated stock with the Secretary of State of Minnesota and to do such other necessary or appropriate acts to use the additional shares of Common Stock to have full force and effect.

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the Corporation.

Date: August 17, 2007

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 21 2007

gs

William L. Gacki, Officer

4234928_1.DOC

Mark R. Ritchie
Secretary of State

9M-454

DC - AM



**SECOND AMENDMENT OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BIOPOLYMER ENGINEERING, INC.**

Pursuant to the provisions of Minnesota Statutes Chapter 302A, the following amendment to the Amended and Restated Articles of Incorporation of Biopolymer Engineering, Inc. (the "Corporation") was adopted by the Board of Directors on May 12, 2008:

Article III, Section A, Paragraph 1 of the Amended and Restated Articles of Incorporation of the Corporation be and it is hereby amended in its entirety to read as follows:

"ARTICLE III

A. Classes of Stock.

1. Authorized Shares. The Corporation is authorized to issue two classes of stock to be designated respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock that the Corporation is authorized to issue is One Hundred Million (100,000,000) shares, of which Eighty Million (80,000,000) shares shall be Common Stock and Three Hundred Fifty Thousand (350,000) shares shall be Preferred Stock, each with a par value of \$0.01 per share. There are two series of Preferred Stock. The first series of Preferred Stock shall be designated as "Series A Preferred Stock," consisting of One Hundred Thousand (100,000) shares. The second series of Preferred Stock shall be designated as "Series B Preferred Stock," consisting of Two Hundred Fifty Thousand (250,000) shares. The Series A Preferred Stock and the Series B Preferred Stock are referred to herein collectively as the "Preferred Stock."

This Amendment will not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and will not result in the percentage of authorized shares of any class or series that remains unissued after the division exceeding the percentage of authorized shares of that class or series that were unissued before the division.

Date: May 12, 2008

William L. Gaacki, Officer

4234928_1.DOC

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 16 2008

Mark Ritchie
Secretary of State

9m-454

DC - OT
Designation of Shares



**STATEMENT OF DESIGNATION OF SHARES
BIOPOLYMER ENGINEERING, INC.**

The undersigned hereby certifies that the resolutions set forth below were duly adopted by the Board of Directors of Biopolymer Engineering, Inc. (the "Company") as of May 12, 2008:

Designation of Additional Shares of Common Stock

WHEREAS, the Company's Amended and Restated Articles of Incorporation state that the Company has authority to issue 100,000,000 shares of capital stock, of which 60,000,000 shares shall be Common Stock and 350,000 shares shall be Preferred Stock;

WHEREAS, the remaining shares of the Company's capital stock are undesignated;

WHEREAS, the Company's Amended and Restated Articles of Incorporation authorize the Board of Directors to issue more than one class and/or series of its capital stock with the power to fix the relative rights, and preferences of any such classes and series;

WHEREAS, Minnesota Statutes, Section 302A.401, requires the Board of Directors to approve by affirmative vote the designations, preferences, rights and limitations of any class or series of such undesignated stock; and

WHEREAS, it is in the best interest of the Company to approve the designation of such undesignated stock;

NOW, THEREFORE, RESOLVED, that the Board of Directors hereby designate 20,000,000 shares of the Company's undesignated stock as additional Common Stock, \$.01 par value; and

FURTHER RESOLVED, that the executive officers of the Company are hereby authorized and directed to file a statement setting forth the designation of such previously undesignated stock with the Secretary of State of Minnesota and to do such other necessary or appropriate acts to use the additional shares of Common Stock to have full force and effect.

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the Corporation.

Date: May 12, 2008

William L. Gacki, Officer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

4366464_1.DOC

MAY 16 2008

Mark Ritchie
Secretary of State

9M-454

DC-CN, RA, CS



**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIOPOLYMER ENGINEERING, INC.**

The undersigned hereby certifies that the Second Amended and Restated Articles of Incorporation of Biopolymer Engineering, Inc. in the form attached hereto as Exhibit A were duly adopted by the shareholders pursuant to Minnesota Statutes, Chapter 302A. Such Second Amended and Restated Articles of Incorporation supersede the original articles and all previous amendments thereto.

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the Corporation.

Dated: January 26, 2010

A handwritten signature in cursive script, appearing to read "W. L. Gacki", positioned above a horizontal line.

William L. Gacki
Chief Financial Officer

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIOPOLYMER ENGINEERING, INC.

ARTICLE I -- NAME

The name of this corporation is "Biothera, Inc."

ARTICLE II -- REGISTERED OFFICE

The registered office of the Corporation is 3388 Mike Collins Drive, Eagan, Minnesota 55121.

ARTICLE III -- CAPITAL STOCK

A. Classes of Stock.

1. Authorized Shares; Establishment of Classes and Series. The aggregate number of shares the corporation has authority to issue shall be Three Hundred Million (300,000,000) shares, which shall have a par value of \$.01 per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of the corporation, and which shall consist of Eighty Million (80,000,000) shares of Common Stock, Three Hundred Fifty Thousand (350,000) shares of Preferred Stock of which One Hundred Thousand (100,000) shall be designated as "Series A Preferred Stock" and Two Hundred Fifty Thousand (250,000) shall be designated as "Series B Preferred Stock", and Two Hundred Nineteen Million Six Hundred Fifty Thousand (219,650,000) undesignated shares. The Board of Directors of the corporation is authorized to establish from the undesignated shares, by resolution adopted and filed in the manner provided by law, one or more classes or series of shares, to designate each such class or series (which may include but is not limited to designation as additional common shares), and to fix the relative rights and preferences of each such class or series.

2. Issuance of Shares. The Board of Directors of the Corporation is authorized from time to time to accept subscriptions for, issue, sell and deliver shares of stock of any class or series of the Corporation, and the rights to purchase securities of the Corporation, to such persons, at such time, for such consideration, and upon such terms and conditions as the Board of Directors shall determine.

3. Issuance of Rights to Purchase Shares. The Board of Directors is further authorized from time to time to grant and issue rights to subscribe for, purchase, exchange securities for, or convert securities into, shares of the corporation of any class or series, and to fix the terms, provisions and conditions of such rights, including the exchange or conversion basis or the price at which such shares may be purchased or subscribed for.

4. Issuance of Shares to Holders of Another Class or Series. The Board of Directors is further authorized to issue shares of one class or series to holders of that class or series or to holders of another class or series to effectuate share dividends or splits.

B. Rights, Preferences and Restrictions of Preferred Stock. The rights, preferences, and privileges of the Preferred Stock are as follows:

1. Dividend Rights. The holders of the Preferred Stock shall be entitled to receive dividends, parri passu with the holders of the Common Stock, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Voting Rights.

(a) Generally. The Preferred Stock and Common Stock shall vote together as one class at any annual or special meeting of stockholders of the Corporation, and may act by written consent in the same manner as the Common Stock. Each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the largest number of whole shares of Common Stock into which such holder's aggregate number of shares of Preferred Stock are convertible pursuant to Section 4 below immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

(b) Corporate Action. Except as expressly provided herein or as required by law, the Corporation shall not, without the approval by vote or written consent of the holders of at least a majority of the then outstanding shares of the Preferred Stock, voting together as a class declare and pay or set aside funds for the payment of any dividend or distribution with respect to any share of Common Stock.

(c) Election of the Board of Directors. The holders of (i) the Series A Preferred Stock, voting as a separate class, shall be entitled to elect two (2) directors of the Corporation; (ii) the Series B Preferred Stock shall be entitled to elect one (1) director of the Corporation, for so long as at least One Hundred Thousand (100,000) shares of Series B Preferred Stock is outstanding, and two directors of the Corporation so long as at least Two Hundred Thousand (200,000) shares of Series B Preferred Stock are outstanding; and (iii) the Common Stock shall be entitled to name the remaining directors.

3. Liquidation Rights.

(a) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Common Stock, the holders of Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount per share equal to the applicable Liquidation Preference. If, upon any liquidation, distribution, or winding up, the assets of the Corporation shall be insufficient to make payment in full to all holders of Preferred Stock of the Liquidation Preference set forth in this Section 3(a), then such assets shall be distributed among the holders of Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(b) After payment of the full liquidation preferences of the Preferred Stock as set forth in Section 3(a) above, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock.

(c) The following events shall be considered a liquidation under this Section:

(i) any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than 50% of the Corporation's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred; or

(ii) a sale, lease or other disposition of all or substantially all of the assets of the Corporation.

4. Conversion Rights. The Preferred Stock shall have conversion rights as follows:

(a) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into shares of Common Stock immediately upon the consummation of a Qualified Public Offering by the Corporation. Each share of Series A Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to Original Series A Issue Price divided by the Series A Conversion Price. Each share of Series B Preferred Stock shall be convertible into that number of fully-paid and nonassessable shares of Common Stock that is equal to Original Series B Issue Price divided by the Series B Conversion Price.

(b) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of such fractional shares as determined by the Board of Directors of the Corporation. For such purpose, all shares of Preferred Stock held by each holder shall be aggregated; and any resulting fractional share of Common Stock shall be paid in cash. Upon the automatic conversion of Preferred Stock pursuant to Section 4(a) above, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a

certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of the sale of securities pursuant to the Qualified Public Offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of the sale of such securities.

(c) Adjustments to Conversion Price.

(i) Adjustments for Subdivisions or Combinations of Common Stock.

In the event the outstanding shares of Common Stock shall be subdivided (by stock split, stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Prices in effect for any series of Preferred Stock immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Price for any series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(ii) Adjustments for Reclassification, Exchange and Substitution. If

the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), the Conversion Prices then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Preferred Stock immediately before that change.

(d) Certificate of Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Section 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Prices at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Preferred Stock.

(e) Notices of Record Date. In the event that the Corporation shall propose at any time (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge with or into any other corporation, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of the Preferred Stock at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above. Each such written notice shall be given by first class mail, postage prepaid, or nationally recognized overnight courier, or personally delivered, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation.

(f) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Certain Definitions.

"Conversion Price" or "Conversion Prices" shall mean the Series A Conversion Price and the Series B Conversion Price.

"Conversion Rights" means the right of a holder of Preferred Stock to convert shares of Preferred Stock into Common Stock as specified in Section 4.

"Corporation" means Biothera, Inc., a Minnesota corporation.

"Liquidation Preference" means, with respect to the Series A Preferred Stock, the Original Series A Issue Price multiplied by 5; and, with respect to the Series B Preferred Stock, the Original Series B Issue Price multiplied by 2. The Liquidation Preference of a series of Preferred Stock shall be subject to adjustments for stock splits, combinations and the like with respect to such series of Preferred Stock.

"Original Series A Issue Price" shall mean \$5.00 per share of Series A Preferred Stock.

"Original Series B Issue Price" shall mean \$5.00 per share of Series B Preferred Stock.

"Preferred Stock" means the Series A Preferred Stock and the Series B Preferred Stock.

"Qualified Public Offering" shall mean an underwritten public offering pursuant to an effective registration statement under the Securities Act (i) after giving effect to which the Common Stock is listed on a United States national stock exchange or quoted on the Nasdaq National Market System or a successor thereto, (ii) resulting in proceeds to the Corporation of not less than \$5 million (prior to expenses and underwriting commissions) and (iii) at an offering price per share equal to at least \$3 (as appropriately adjusted for future stock splits, stock dividends, recapitalizations and similar transactions affecting the Common Stock).

"Securities Act" means the Securities Act of 1933, as amended, or any successor federal statute, and the rules and regulations of the Securities and Exchange Commission thereunder, all as the same shall be in effect at the time.

"Series A Conversion Price" shall initially be \$5.00, and shall be subject to adjustment as provided in Section 4(d) of Division B of this Article III.

"Series A Preferred Stock" means the Series A Preferred Stock of the Corporation, par value \$.01.

"Series B Conversion Price" shall initially be \$5.00, and shall be subject to adjustment as provided in Section 4(d) of Division B of this Article III.

"Series B Preferred Stock" means the Series B Preferred Stock of the Corporation, par value \$.01.

C. Rights of Common Stock.

1. Dividend Rights. The holders of the Common Stock shall be entitled to receive dividends, parri passu with the holders of the Preferred Stock, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be distributed as provided in Section 3 of Division B of Article III hereof.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE IV – RIGHTS OF SHAREHOLDERS

No shareholder of this Corporation shall have any preemptive rights. No shareholder of this Corporation shall be entitled to any cumulative voting rights.

ARTICLE V – ACTION OF THE SHAREHOLDERS

The affirmative vote of the holders of a majority of the voting power of the shares represented and voting at a duly held meeting of the shareholders of this Corporation is required for an action of the shareholders, except where Minnesota Statutes, Chapter 302A, require the affirmative vote of a majority of the voting power of all voting shares.

ARTICLE VI – DIRECTORS

1. Number. The number of directors of this Corporation shall be fixed in the manner provided in the Bylaws.

2. Written Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors of this corporation not needing approval by the shareholders under Minnesota Statutes, Chapter 302A, may be taken in written action signed by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors were present.

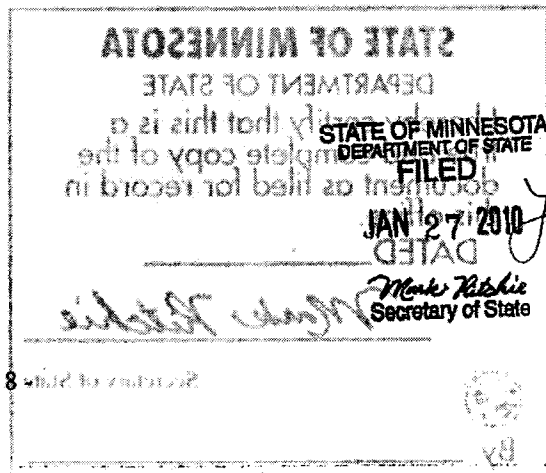
ARTICLE VII – LIMITATION OF DIRECTOR LIABILITY

No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Sections 302A.559 and 80A.23 of the Minnesota Statutes; (iv) for any transaction from which the director derived any improper personal benefit; (v) for any act or omission occurring prior to the date when this provision becomes effective.

The provisions of this Article VII shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article.

If the Minnesota Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Minnesota Statutes, as so amended.

4674913_3.DOC



ASSIGNMENT AND ASSUMPTION AGREEMENT

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of June 5th, 2001 (this "*Agreement*"), by and among **BIOPOLYMER ENGINEERING PHARMACEUTICAL, INC.**, a Minnesota corporation ("*Assignee*") and **THE COLLABORATIVE GROUP, LTD.**, a Delaware corporation ("*Assignor*"), together the ("*Parties*").

W I T N E S S E T H:

WHEREAS, the Parties hereto have agreed to enter into an Asset Purchase Agreement, dated as of February 1, 2001, as amended by a certain Amendment Agreement dated June 5th, 2001 (the "*Asset Purchase Agreement*"), pursuant to which the Assignors have agreed to sell, and the Assignee has agreed to purchase, all assets, rights and interests owned by the Assignor in connection with all Intellectual Property Rights acquired by The Collaborative Group, Ltd., on July 30, 1999 from the Assignee for Creditors of Alpha Beta Technology, Inc. for novel, carbohydrate-based products for the prevention and treatment of infectious disease, and for the detection of fungi in a sample and for functional foods (as defined in Section 2.1 of the Asset Purchase Agreement); and

WHEREAS, the Assignor has entered into or executed various Contracts and Licenses in connection with the Intellectual Property Rights; and

WHEREAS, in accordance with the terms of the Asset Purchase Agreement, subject to the terms and conditions of this Agreement, the Assignor desires to assign, and the Assignee desires to assume such Contracts and Licenses.

NOW, THEREFORE, in consideration of the premises hereof, the mutual representations, warranties, covenants and agreements set forth in this Agreement and the Asset Purchase Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each party hereto intending to be legally bound, does hereby agree as follows:

ARTICLE I GENERAL PROVISIONS; DEFINITIONS

SECTION 1.1. General.

Unless the context of this Agreement otherwise clearly requires, (a) references to the plural include the singular, (b) references to the singular include the plural, (c) references to any gender include the other genders, (d) the term "including" is not limiting and has the inclusive meaning represented by the phrase "including without limitation", (e) the term "or" has the inclusive meaning represented by the phrase "and/or" and (f) the terms "hereof", "herein", "hereunder", "hereto" and similar terms in this Agreement refer to this Agreement as a whole and not to any particular provision of this Agreement. Unless otherwise set forth herein, references in this Agreement to any document, instrument or agreement (including this Agreement) (i) includes and incorporates all exhibits, schedules and other attachments thereto, (ii) includes all documents, instruments or agreements issued or executed in replacement thereof and (iii) means such document, instrument or agreement, or replacement or predecessor thereto,

as amended, modified or supplemented from time to time in accordance with its terms and in effect at any given time. All Article, Section and Schedule references herein are to Articles, Sections and Schedules of this Agreement, unless otherwise specified. This Agreement shall not be construed as if prepared by one party hereto, but rather according to its fair meaning as a whole, as if all parties hereto had prepared it.

SECTION 1.2. Definitions.

In addition to the terms defined elsewhere herein, capitalized terms shall have the respective meanings ascribed thereto in the Asset Purchase Agreement.

**ARTICLE II
ASSIGNMENT AND ASSUMPTION**

SECTION 2.1. Assignment.

In accordance with the terms of the Asset Purchase Agreement, the Assignor hereby assigns, transfers, conveys and delivers to the Assignee all its rights, title and interest in, under, and with respect to the Contracts and Licenses set forth on Schedule 2.1(a)(iii) of the Asset Purchase Agreement (including all monies remaining to be paid to the Assignor thereunder), free and clear of all Encumbrances and Liabilities (subject to Section 2.2) (such assignment, transfer, conveyance and delivery, the "*Assignment*").

In addition, simultaneously herewith Assignee shall sign a Security Agreement and an Assignment and Assumption Agreement ("*Purchase Agreement*") whereby Assignee shall, in the event of a breach of Section 2.4 of the Asset Purchase Agreement transfer all its rights, title and interest in, under, and with respect to the Assigned Contracts and Licenses as set forth on Schedule 2.1(a)(iii) back to the Assignor. The Purchase Agreement will be held in escrow the full purchase price is paid under the Asset Purchase Agreement.

SECTION 2.2. Acceptance and Assumption.

The Assignee hereby accepts the Assignment and takes and assumes the unperformed or unfulfilled obligations and liabilities of Assignor relating to actions, events or circumstances arising following the date hereof with respect to the Assigned Contracts and Licenses (the "*Assumption*"). Without limiting the generality of the foregoing, the Assumption shall not include any obligation or liability relating to, and the Assignee shall have no Liability with respect to, any action, event or circumstance occurring, or any performance that should have occurred, in relation to any Assigned Contract or License prior to the date hereof; *provided, however*, that the Assignee shall assume all remaining non-monetary obligations under the Assigned Contracts and Licenses listed on Schedule 2.1(a)(iii) of the Asset Purchase Agreement.

SECTION 2.3. Consents.

On or prior to the date hereof, the Assignor has delivered to the Assignee all consents required to be obtained in order to consummate the Assignment of the Assigned Contracts and Licenses.

**ARTICLE III
GENERAL PROVISIONS**

SECTION 3.1. Further Action.

Each party hereto shall execute and deliver such documents and other papers and take such further actions as may be reasonably required to carry out the provisions hereof and give effect to the transactions contemplated hereby.

SECTION 3.2. Headings.

The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

SECTION 3.3. Severability.

If any term or other provision of this Agreement is invalid, illegal, or incapable of being enforced by any rule of applicable Law or public policy, all other conditions and provisions of this Agreement shall nevertheless remain in full force and effect so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party hereto. Upon such determination that any term or other provision is invalid, illegal or incapable of being enforced, the parties hereto shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties hereto as closely as possible in a mutually acceptable manner in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.

SECTION 3.4. Entire Agreement.

This Agreement, together with the Asset Purchase Agreement, constitutes the entire agreement between the Parties hereto with respect to the subject matter hereof and supersedes all prior agreements and undertakings, both written and oral, except as otherwise expressly provided herein.

SECTION 3.5. Assignment.

No party hereto may assign this Agreement or any rights hereunder, or delegate any obligations hereunder, without the prior written consent of the other parties hereto; *provided, however,* the Assignee may assign this Agreement or any of its rights hereunder, and delegate any of its obligations hereunder, to any of its Affiliates without the consent of the Assignor, *provided,* the Assignee shall remain liable for all such delegated obligations of such Affiliate under this Agreement.

SECTION 3.6. No Third-Party Beneficiaries.

This Agreement is for the sole benefit of the Parties hereto and their permitted assigns and nothing herein, express or implied, is intended to or shall confer upon any other Person any legal or equitable right, benefit or remedy of any nature whatsoever under or by reason of this Agreement.

SECTION 3.7. Amendment; Waiver.

No amendment, modification or termination of any provision of this Agreement shall be effective unless the same shall be contained in a writing signed by each party hereto. The failure of the applicable party hereto to insist upon the strict performance of any term, condition or other provision of this Agreement or to exercise any right or remedy hereunder, shall not constitute a waiver by such applicable party of any such term, condition or other provision or a waiver of any default or event of default in connection therewith; and any waiver by an applicable party hereto of any such term, condition, other provision, default or event of default shall not affect or alter this Agreement, and each and every term, condition and other provision hereof shall, in such event, continue in full force and effect and shall be operative with respect to any other then existing or subsequent default or event of default.

SECTION 3.8. Governing Law; Jurisdiction.

This Agreement shall be governed by and construed in accordance with the Law of the State of New York applicable to contracts made and to be performed in such State, except that no doctrine of choice of law shall be used to apply any Law other than that of the State of New York, and no defense, counterclaim or right of setoff given or allowed by the Laws of any other state or jurisdiction, or arising out of the enactment, modification or repeal of any Law of any state or foreign jurisdiction, shall be interposed in any action hereon. Each party hereto hereby irrevocably and unconditionally submits, for itself and its properties, to the non-exclusive jurisdiction of any court of the State of New York and any federal court in each case located in New York County, New York. Each party hereto hereby irrevocably and unconditionally waives any objection or defense that it may have based on improper venue or forum non conveniens to the conduct of any Proceeding in any such court. A final judgment in any such Proceeding shall be conclusive and may be enforced in any jurisdiction by suit on the judgment or in any other manner provided by Law.

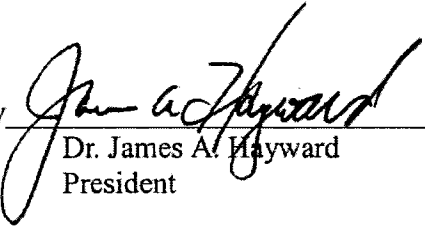
SECTION 3.9. Counterparts.

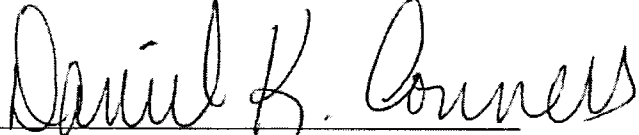
This Agreement may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, each party hereto has caused this Agreement to be executed as of the date first written above by its officer thereunto duly authorized.

THE COLLABORATIVE GROUP, LTD.

BIOPOLYMER ENGINEERING
PHARMACEUTICAL, INC.

By 
Dr. James A. Hayward
President

By 
Daniel K. Conners
Chief Executive Officer

AMENDMENT

This Amendment is made and entered into this 5 day of ~~April~~^{June}, 2001, by and between THE COLLABORATIVE GROUP, LTD. ("TCG") having its principal place of business at 50 East Loop Road, Stony Brook, New York, 11790, MASSACHUSETTS INSTITUTE OF TECHNOLOGY ("M.I.T.") having its principal place of business at Five Cambridge Center, Kendall Square, Cambridge, Massachusetts 02142-1492, and BIOPOLYMER ENGINEERING, INC. ("BEI") having its principal place of business at 445 Etna Street, Suite 58, St. Paul, Minnesota 5510. This agreement is an Amendment to a license agreement dated March 22, 1988 between The Collaborative Group, Ltd., assignee of Alpha-Beta Technology and M.I.T. and all subsequent amendments thereto (hereinafter "License Agreement").

TCG and M.I.T. hereby agree to amend the above-identified License Agreement as follows:

1. The License Agreement shall be assigned to BEI, a Minnesota corporation with offices located at 445 Etna Street, St. Paul, Minnesota.
2. BEI shall assume all rights and obligations under the License Agreement and all terms shall remain in full force.
3. BEI shall provide a written agreement indicating their willingness to comply with the obligations under the License Agreement by executing this Amendment.

Except as stated herein, the License Agreement, shall continue in full force and effect.

Approved and Accepted:

MASSACHUSETTS INSTITUTE OF TECHNOLOGY

By: 
Name: Lita L. Nelson
Title: Director, Technology Licensing Office
Date: June 13, 2001


Attorneys' Eyes Only

MIT-000889

PATENT
REEL: 026293 FRAME: 0584

Approved and Accepted:

THE COLLABORATIVE GROUP, LTD.

By: 
Name: Charles S. Ryan
Title: Corporate Vice President and Assistant Secretary
Date: June 5, 2001

BEI hereby agrees to assume all rights and obligations under the License Agreement between The Collaborative Group, Ltd., assignee of Alpha-Beta Technology and M.I.T. dated March 22, 1988 and all Amendments thereto.

BIOPOLYMER ENGINEERING, INC.

By: _____
Name: Daniel K. Connors
Title: CEO
Date: _____



STATE OF MINNESOTA
Minnesota

Department of State Online Access

Profile

[DA Home](#) [UCC](#) [Business Services](#) [Account](#) [Session Briefcase](#) [Help/FAQs](#) [About](#) [Login](#)

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number:	11R-773	Entity Type:	Domestic Corporation
Original Date of Filing:	6/12/2001	Entity Status:	Inactive
Chapter:	302A	Good Standing:	(date of last annual filing)
Duration:	Perpetual		
Name:	BIOPOLYMER ENGINEERING PHARMACEUTICAL INC.		
Registered Office Address:	445 Etna Str #58 St Paul, MN, 55106		
Agent Name:	Steven T Karel		

[Additional Entity Detail](#)

[Return to Search List](#)

[New Search](#)

[DA Home](#) | [OSS Home](#) | [Contacts](#) | [Privacy Policy](#) | [Terms & Conditions](#)

Use of this site and services indicates your acceptance of the Terms & Conditions of Use.
©Copyright 2001, Minnesota Office of the Secretary of State. All Rights Reserved.