

July 97

INTERNATIONAL SOCIETY FOR COMPUTATIONAL BIOLOGY, INC.
CONSENT OF DIRECTORS TO ACTION
WITHOUT A FORMAL ORGANIZATIONAL MEETING

The undersigned are all of the Directors named in the Certificate of Incorporation of the International Society For Computational Biology, Inc. (the "Corporation"). Pursuant to the laws of the State of Delaware, we declare advisable, consent to and approve the following actions without a formal meeting. These actions shall be as fully effective as if they were taken at a meeting of the Board of Directors of the Corporation duly convened for that purpose.

1. The adoption of the Certificate of Incorporation previously filed with the State of Delaware on June 18, 1997. A copy of the Certificate of Incorporation issued to the Corporation shall be filed in the minute book of the Corporation.
2. The adoption of the By-Laws of the Corporation in the form filed in the minute book of the Corporation following this Consent.
3. The nomination and unanimous election of the following officers of the Corporation:

President	Lawrence Hunter, Ph.D.
Secretary	Terry Gaasterland, Ph.D.
Treasurer	David J. States, M.D., Ph.D.
Vice President	Christopher Rawlings, Ph.D.

These persons shall serve until their successors are chosen and have qualified.

4. The adoption of the official seal of the Corporation, the impression of which appears in the margin of this page.
5. The adoption of a fiscal year ending on December 31 for the annual accounting period of the Corporation.
6. The adoption of the cash basis method of accounting for the Corporation's books of account and for the purpose of the preparation and filing of the Corporation's tax returns.
7. The designation of First Union Bank, as a depository for the funds of the Corporation, the proper officers of the Corporation being authorized and directed to execute and file the form of depository resolutions submitted by those institution as required to establish this account, which resolutions are adopted in the form filed in the minute book of the Corporation following this Consent, and

such other evidence of this authorization as in their discretion may be necessary or desirable in connection therewith.

8. The authorization for the proper officers of the Corporation to manage the day-to-day business and affairs of this Corporation, with specific authorization to lease premises for the operation of the corporate business; to engage employees and to fix their compensation and other terms of employment; to purchase furniture, equipment and supplies for the carrying on of the Corporation's business; to execute contracts necessary to carry on the business and affairs of the Corporation; to acquire such types of insurance in such amounts as they may deem necessary for the Corporation's protection; to make the necessary application for compliance with the Social Security Act, withholding tax laws, unemployment compensation law, workmen's compensation law, and any and all requirements of federal, state or local government relating to the granting of such licenses, permits and franchises as are necessary to commence operation as a Corporation in this state; and to have such other and further power and authority as is necessary to conduct the day-to-day business operations of this Corporation.
9. The payment of the Corporation, either directly or by way of reimbursement for all travel, promotion, entertainment, professional and other expenses reasonably and necessarily incurred by the officers of the Corporation in connection with their employment by the Corporation.
10. The authorization for the Treasurer to pay all fees and expenses incident to and necessary for the organization and qualification of the Corporation, including, without limitation, all legal and accounting fees and costs to procure proper corporate books.
11. The ratification, approval and confirmation by the Corporation of any and all actions taken or contracts entered into previously by an officer or director for the Corporation either as officer or director, as well as any and all actions taken or contracts entered into by these persons as individuals, acting for the Corporation, and disclosed to the Board of Directors by that officer or director; and the adoption of all those contracts as though that individual had at such time full power and authority to act for and by the Corporation and the same manner as if each and every act had been done pursuant to the specific authorization of the Corporation.
12. The authorization for counsel to file with the Internal Revenue Service an Application for Recognition of Exemption and to take such other action as may

be deemed necessary to qualify this Corporation as an organization described in I.R.C. Section 501(c)(6).

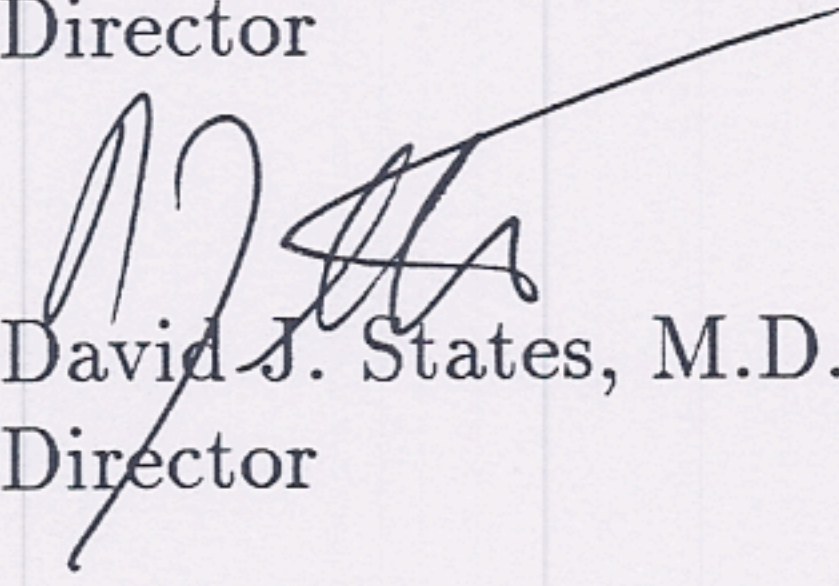
13. The authorization for counsel to take such other action as may be necessary or advisable to obtain on its behalf tax exempt status from the State of Delaware and the Maryland Department of Revenue for tax purposes.
14. The authorization of the proper officers of this Corporation to take all actions necessary to carry out the intent and purposes of the foregoing portions of this Consent.

I direct the Secretary of the Corporation to file this Consent, when fully executed, in the minute book of the Corporation.

Date: July 25, 1997

Lawrence Hunter, Ph.D.
Director

Christopher J. Rawlings, Ph.D.
Director



David J. States, M.D., Ph.D.
Director

Terry Gaasterland, Ph.D.
Director

be deemed necessary to qualify this Corporation as an organization described in I.R.C. Section 501(c)(6).

13. The authorization for counsel to take such other action as may be necessary or advisable to obtain on its behalf tax exempt status from the State of Delaware and the Maryland Department of Revenue for tax purposes.
14. The authorization of the proper officers of this Corporation to take all actions necessary to carry out the intent and purposes of the foregoing portions of this Consent.

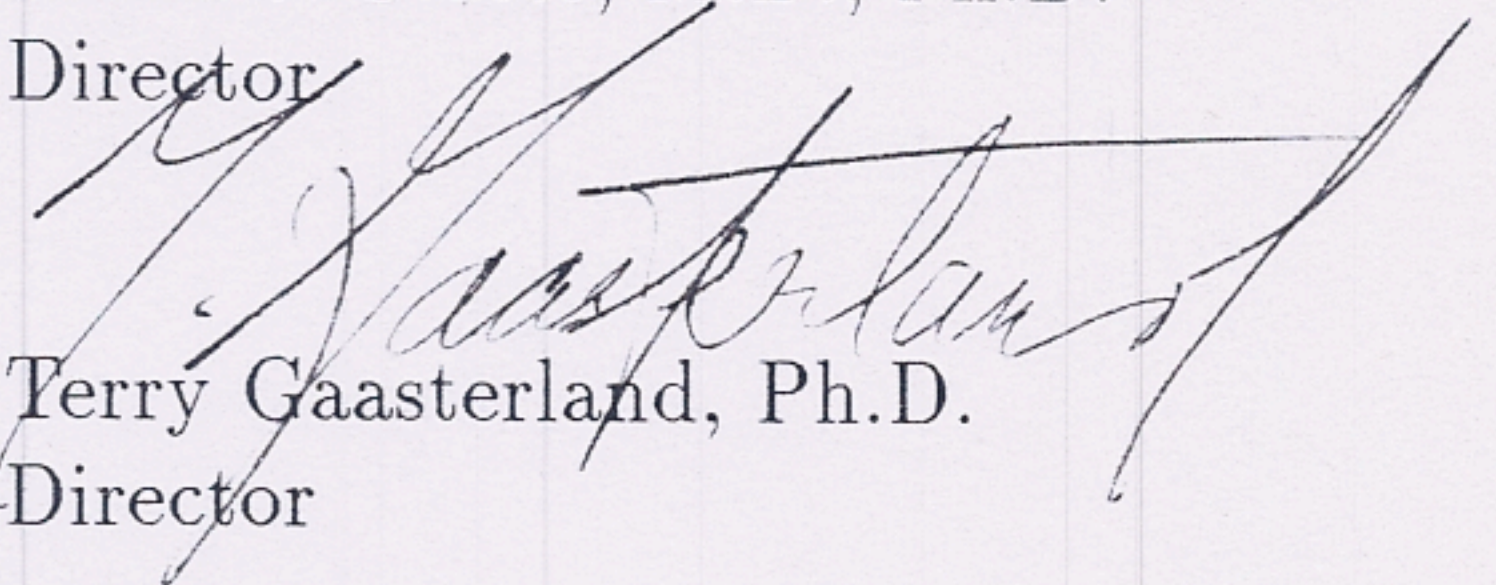
I direct the Secretary of the Corporation to file this Consent, when fully executed, in the minute book of the Corporation.

Date: July 25, 1997

Lawrence Hunter, Ph.D.
Director

Christopher J. Rawlings, Ph.D.
Director

David J. States, M.D., Ph.D.
Director

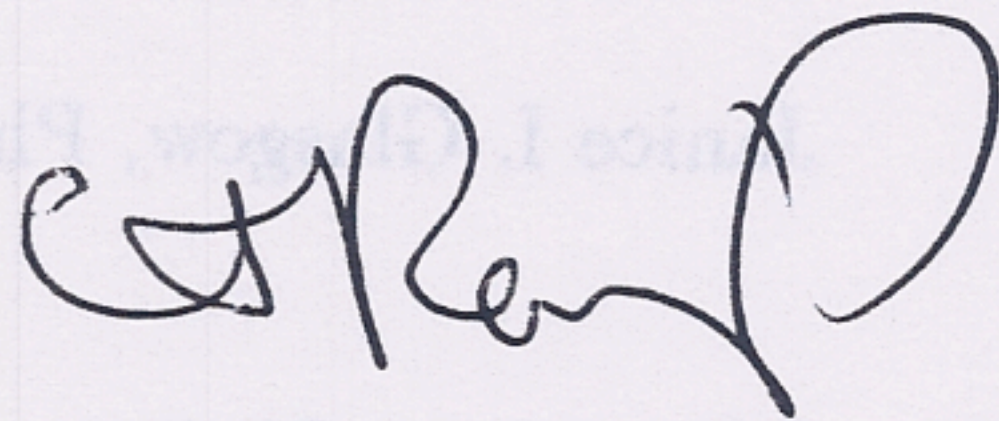

Terry Gaasterland, Ph.D.
Director

be deemed necessary to qualify this Corporation as an organization described in I.R.C. Section 501(c)(6).

13. The authorization for counsel to take such other action as may be necessary or advisable to obtain on its behalf tax exempt status from the State of Delaware and the Maryland Department of Revenue for tax purposes.
14. The authorization of the proper officers of this Corporation to take all actions necessary to carry out the intent and purposes of the foregoing portions of this Consent.

I direct the Secretary of the Corporation to file this Consent, when fully executed, in the minute book of the Corporation.

Date: July 25, 1997

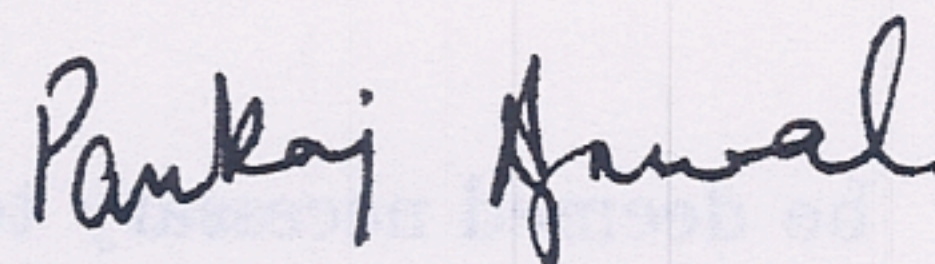
A handwritten signature in black ink, appearing to read "L. Hunter", is written over a faint, mirrored watermark of the same signature.

Lawrence Hunter, Ph.D.
Director

Christopher J. Rawlings, Ph.D.
Director

David J. States, M.D., Ph.D.
Director

Terry Gaasterland, Ph.D.
Director



Pankaj Agarwal, Ph.D.

Russ B. Altman, M.D., Ph.D.

Kyoshi Asai, Ph.D.

Douglas L. Brutlag, Ph.D.

Dominic A. Clark, Ph.D.

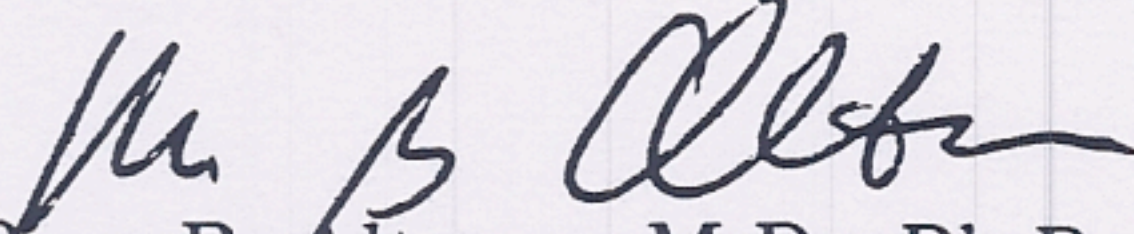
Keith Dunker, Ph.D.

Janice I. Glasgow, Ph.D.

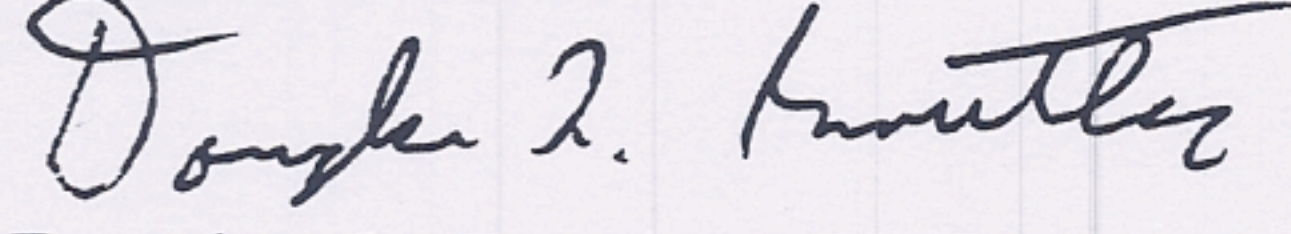
Peter Karp, Ph.D.

Teri Klein, Ph.D.

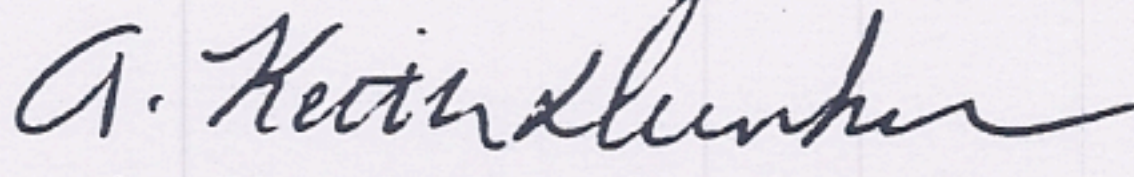
Pankaj Agarwal, Ph.D.


Russ B. Altman, M.D., Ph.D.

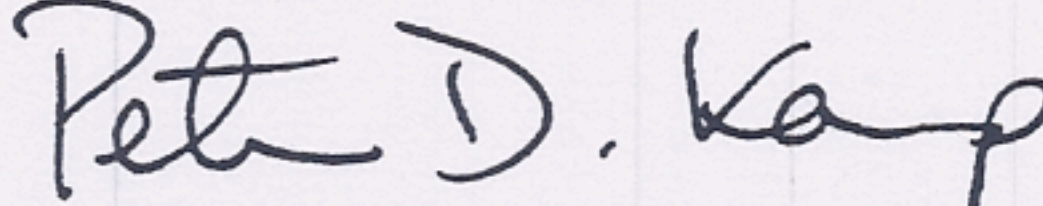
Kyoshi Asai, Ph.D.

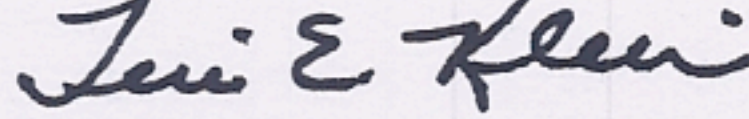

Douglas L. Brutlag, Ph.D.

Dominic A. Clark, Ph.D.


A. Keith Dunker, Ph.D.

Janice I. Glasgow, Ph.D.


Peter Karp, Ph.D.


Teri Klein, Ph.D.

Pankaj Agarwal, Ph.D.

Russ B. Altman, M.D., Ph.D.

Kiyoshi Asai

Kiyoshi Asai, Ph.D.

Douglas L. Brutlag, Ph.D.

Dominic A. Clark, Ph.D.

Keith Dunker, Ph.D.

Janice I. Glasgow, Ph.D.

Peter Karp, Ph.D.

Teri Klein, Ph.D.

Pankaj Agarwal, Ph.D.

Russ B. Altman, M.D., Ph.D.

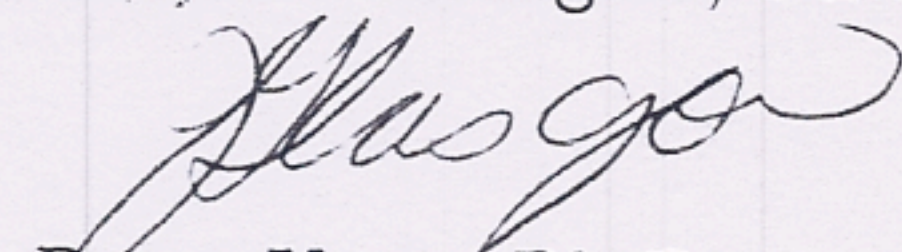
Kyoshi Asai, Ph.D.

Douglas L. Brutlag, Ph.D.

Dominic A. Clark, Ph.D.

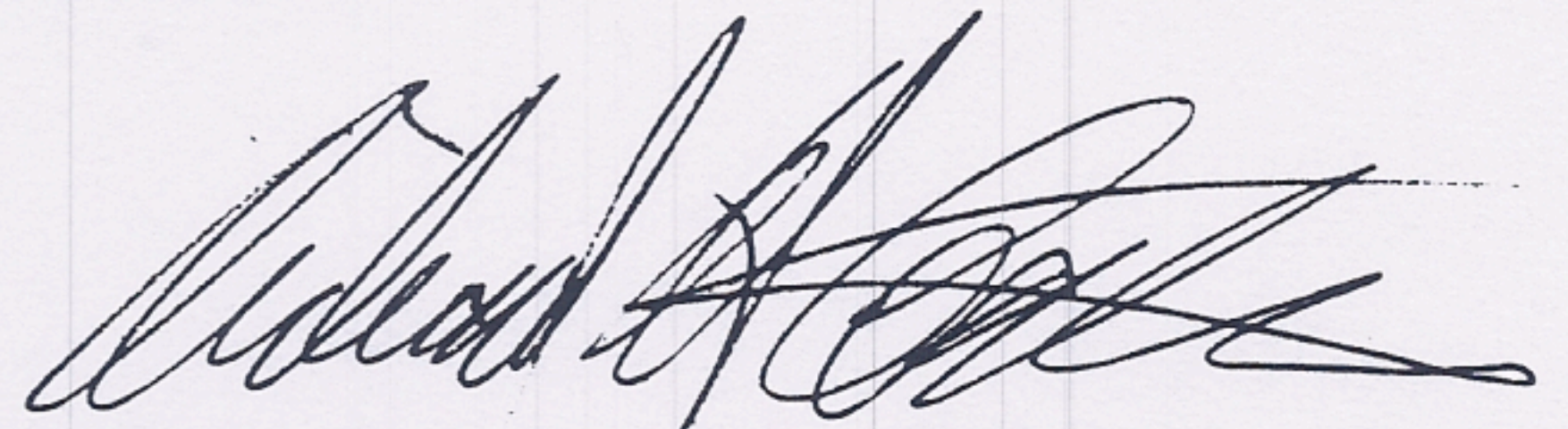
Keith Dunker, Ph.D.

Jamie I. Glasgow, Ph.D.



Peter Karp, Ph.D.

Teri Klein, Ph.D.



Richard H. Lathrop, Ph.D.

Thomas Lengauer, M.D., Ph.D.

Christos Ouzounis, Ph.D.

Chris Sander, Ph.D.

David B. Searls, Ph.D.

Jude W. Shavlik, Ph.D.

Randall F. Smith, Ph.D.

Alfonso Valencia, Ph.D.

Shoshana Wodak, Ph.D.

Thomas Lengauer
Christos Ouzounis
Chris Sander

Randall F. Smith
Shoshana Wodak

Richard H. Lathrop, Ph.D.

Thomas Lengauer, M.D., Ph.D.

Christos Ouzounis, Ph.D.

Chris Sander, Ph.D.

David B. Searls, Ph.D.

Jude W. Shavlik, Ph.D.

Randall F. Smith, Ph.D.

Alfonso Valencia, Ph.D.

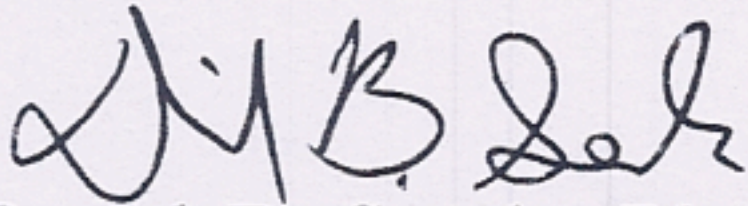
Shoshana Wodak, Ph.D.

Richard H. Lathrop,. Ph.D.

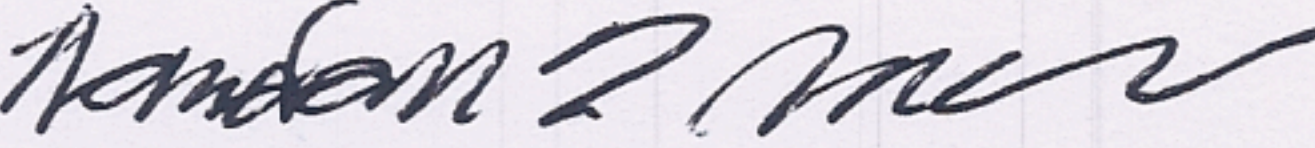
Thomas Lengauer, M.D., Ph.D.

Christos Ouzounis, Ph.D.

Chris Sander, Ph.D.


David B. Searls, Ph.D.

Jude W. Shavlik, Ph.D.


Randall F. Smith, Ph.D.

Alfonso Valencia, Ph.D.

Shoshana Wodak, Ph.D.

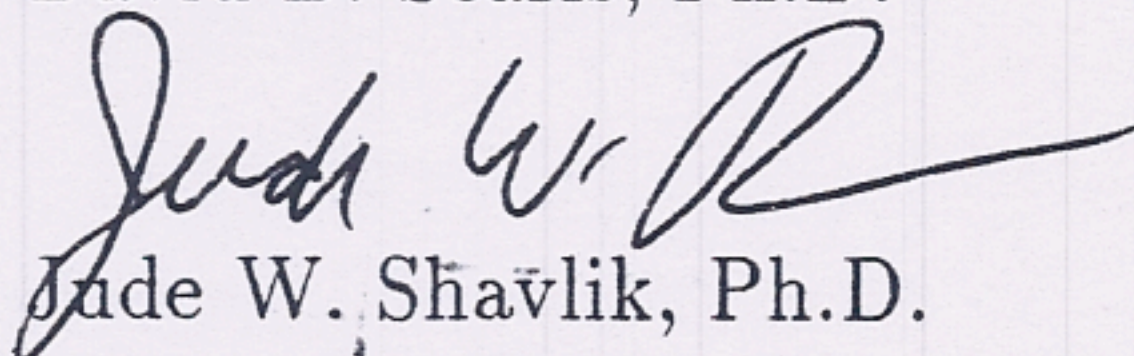
Richard H. Lathrop,. Ph.D.

Thomas Lengauer, M.D., Ph.D.

Christos Ouzounis, Ph.D.

Chris Sander, Ph.D.

David B. Searls, Ph.D.


Jude W. Shavlik, Ph.D.

4/9/98

Randall F. Smith, Ph.D.

Alfonso Valencia, Ph.D.

Shoshana Wodak, Ph.D.