

08-26-1998



PATENT Ref. No.: KM390100

MRD 8-14-98

FORM PTO-1595 (Rev. 6-93)

100802353

FORM COVER SHEET PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies) IGEN, Inc. Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: IGEN International, Inc. Internal Address: Street Address: 16020 Industrial Drive City: Gaithersburg State: MD Zip: 20877 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Security Agreement XXX Merger Change of Name Other Execution Date: August 11, 1998

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: A. Patent Application No.(s) See Schedule A attached hereto B. Patent No.(s) See Schedule A attached hereto Additional numbers attached? X Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Barry Evans, Esq. Internal Address: Whitman Breed Abbott & Morgan, LLP Street Address: 200 Park Avenue City: New York State: NY Zip: 10166

6. Total number of applications and patents involved 134 7. Total fee (37 CFR 3.41) Enclosed XX Authorized to be charged to deposit account # 50-0297 8. Deposit account number: 50-0297 (Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Barry Evans Signature Date August 11, 1998

Total number of pages including cover sheet, attachments, and document): 11

08/20/1998 TTDW11 00000185-500297-4000201

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PATENT

REEL: 9396 FRAME: 0070

RFCSP.PTO

SCHEDULE A

8/10/98

Counter	Inventor	Application Number	Patent Number
1	MASSEY	0	4888281
2	MASSEY	0	5037750
3	MASSEY	0	5156965
4	MASSEY	0	5591581
5	BARD	0	5221605
6	BARD	0	5453356
7	BARD	0	5238808
8	BARD	0	5310687
9	BOLIN	0	5314642
10	BOLIN	0	5641865
11	HALL	0	5147806
12	LEVENTIS	0	5093268
13	WOODWARD	0	5061445
14	GHAED	0	5466416
15	GHAED	0	5624637
16	GHAED	0	5632956
17	GHAED	0	5543112
18	GHAED	0	5700427
19	MASSEY	0	5705402
20	KENTON	0	5597910
21	GUDIBANDE	0	5686244
22	GUDIBANDE	0	5610017
23	PAUL	0	5318897
24	MARTIN	0	5631137
25	GUDIBANDE	0	5635347
26	KALLENBACH	0	4792446
27	KALLENBACH	0	4963355
28	KALLENBACH	0	5401641
29	KALLENBACH	0	5460960
30	PAUL	0	5236836
31	PAUL	0	5602015
32	PAUL	0	5599538
33	HALL	0	5068088
34	HALL	0	5247243
35	HALL	0	5296191
36	MASSEY	0	5194585
37	MASSEY	0	5658752
38	KENTEN	0	5229272
39	DARSLEY	0	5593969
40	KAMIREDDY	0	5597573
41	NACMULLI	0	5527710
42	LIANG	0	5643713
43	MARTIN	0	5641623
44	STAHLREES	0	5610075
45	BARD	0	5580523
46	GUDIBANDE	0	5679519
47	BLACKBURN	7/830991	0

SCHEDULE A

8/10/98

Counter	Inventor	Application Number	Patent Number
48	BLACKBURN	8/090245	0
49	MASSEY	8/447924	0
50	MASSEY	8/468524	0
51	MINNICH	7/987233	0
52	BARD	7/604939	0
53	FENG	8/195825	0
54	FENG	8/415756	0
55	FENG	7/675019	0
56	FENG	7/993530	0
57	FENG	8/415758	0
58	FENG	8/472425	0
59	MASSEY	7/190271	0
60	MASSEY	8/333237	0
61	SUGASAWARA	8/101341	0
62	SUGASAWARA	7/683086	0
63	CASADEI	8/110326	0
64	CASADEI	8/906654	0
65	BOLIN	7/188251	0
66	HALL	7/570226	0
67	SHAH	8/308614	0
68	LELAND	8/467232	0
69	LELAND	8/465928	0
70	TITMAS	8/471140	0
71	KOZLOV	8/052490	0
72	KENTEN	8/124686	0
73	KENTEN	8/346832	0
74	MASSEY	8/465443	0
75	MASSEY	8/473313	0
76	VON BORSTEL	8/325554	0
77	MARTIN	8/747654	0
78	MARTIN	8/748415	0
79	GUDIBANDE	7/792602	0
80	MASSEY	8/160063	0
81	KALLENBACH	7/092230	0
82	KALLENBACH	7/857683	0
83	PAUL	7/775956	0
84	POWELL	7/761868	0
85	PAUL	8/478285	0
86	MASSEY	7/805576	0
87	MASSEY	7/956552	0
88	BARD	8/706428	0
89	YANG	8/436537	0
90	YANG	8/891337	0
91	LIANG	8/880209	0
92	MARKIN	8/880210	0
93	JAMEISON	8/482352	0
94	MARTIN	8/596830	0

Counter	Inventor	Application Number	Patent Number
95	KENTEN	8/474927	0
96	FASTREZ	8/757425	0
97	FASTREZ	8/978607	0
98	MOSBACH	8/451711	0
99	MOSBACH	8/517493	0
100	BARD	8/660955	0
101	BARD	8/479544	0
102	MASSEY	8/478954	0
103	MASSEY	8/238224	0
104	HALL	8/413536	0
105	LELAND	8/196315	0
106	LELAND	8/467936	0
107	BOOTH	7/700210	0
108	BOOTH	8/134492	0
109	TITMAS	8/476075	0
110	KENTEN	7/804951	0
111	KENTEN	8/221543	0
112	BLACKBURN	7/728194	0
113	BLACKBURN	8/335183	0
114	CASADEI	8/392407	0
115	KENTEN	8/325540	0
116	LELAND	9/066704	0
117	BARD	9/082273	0
118	BOOTH	7/364077	0
119	BOOTH	7/837660	0
120	BOOTH	8/479849	0
121	KENTEN	8/820017	0
122	DIGAL	8/998137	0
123	GAMBREL	9/076325	0
124	GUDIBANDE	8/954355	0
125	BLACKBURN	8/922761	0
126	NACAMULLI	9/099048	0
127	LIANG	8/880353	0
128	LIANG	8/928075	0
129	HAYES	8/986709	0
130	MARTIN	8/467712	0
131	LELAND	8/586627	0
132	SMITH	8/273146	0
133	HONG	8/362470	0
134	DONG	8/936971	0

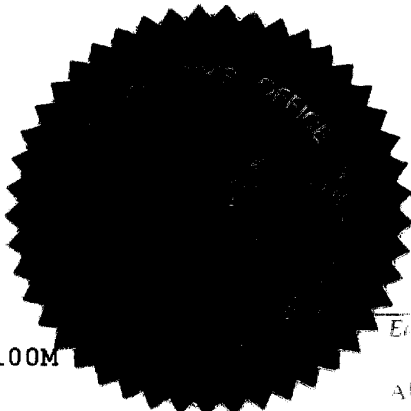
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"IGEN, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "IGEN INTERNATIONAL, INC." UNDER THE NAME OF "IGEN INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF NOVEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2658581 8100M

9226909

981289341

AUTHENTICATION:

07-30-98

DATE:

PATENT

REEL: 9396 FRAME: 0074

CERTIFICATE OF MERGER

OF

IGEN, INC.
a California corporation

INTO

IGEN INTERNATIONAL, INC.
a Delaware corporation

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
IGEN, Inc.	California
IGEN International, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of September 10, 1996 (the "Agreement of Merger") between IGEN, Inc. ("IGEN") and IGEN International, Inc. ("IGEN International") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is IGEN International, Inc.

FOURTH: The Certificate of Incorporation of IGEN International, Inc. shall be the Certificate of Incorporation of the surviving corporation without change or amendment until further amended in accordance with applicable law.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 16020 Industrial Drive, Gaithersburg, Maryland 20877.

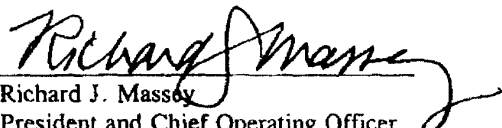
SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

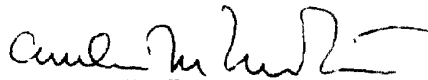
SEVENTH: The authorized capital stock of IGEN, Inc. consists of (a) 50,000,000 shares of Common Stock, of which 14,965,476 shares were issued and outstanding as of September 10, 1996, and (b) 10,000,000 shares of Preferred Stock, none of which are issued and outstanding.

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, IGEN International, Inc., and attested to by its officers thereunto duly authorized.

Dated as of September 10, 1996

IGEN INTERNATIONAL, INC.

By: 
Richard J. Massey
President and Chief Operating Officer

Attest: 
Andrei M. Manoliu
Secretary

State of California

SECRETARY OF STATE

CORPORATION DIVISION



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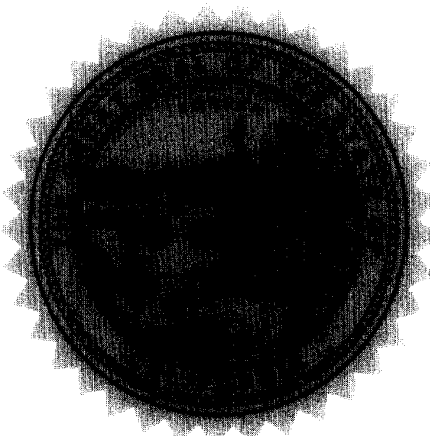
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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

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

JUL 27 1938



Bill Jones

Secretary of State

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FILED
In the office of the Secretary of State
of the State of California

NOV 06 1996

Bill Jones
L. JONES, Secretary of State

CERTIFICATE OF MERGER
OF

IGEN, INC.
a California corporation

INTO

IGEN INTERNATIONAL, INC.
a Delaware corporation

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
IGEN, Inc.	California
IGEN International, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of September 10, 1996 (the "Agreement of Merger") between IGEN, Inc. ("IGEN") and IGEN International, Inc. ("IGEN International") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

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FOURTH: The Certificate of Incorporation of IGEN International, Inc. shall be the Certificate of Incorporation of the surviving corporation without change or amendment until further amended in accordance with applicable law.

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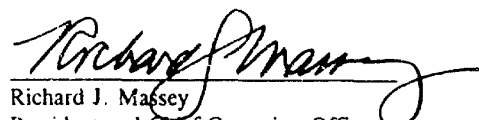
21170467
110496

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, IGEN International, Inc., and attested to by its officers thereunto duly authorized.

Dated as of September 10, 1996

IGEN INTERNATIONAL, INC.

By:


Richard J. Massey
President and Chief Operating Officer

Attest:



Andrei M. Manoliu
Secretary

21170467
110496

2.

PATENT

REEL: 9396 FRAME: 0079



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
 P.O. BOX 942857
 SACRAMENTO, CALIFORNIA 94257-0540
 TELEPHONE (916) 845-4124

**Tax Clearance
 Certificate**

ISSUED TO: IGEN, INC.
 16020 INDUSTRIAL DR
 GAITHERSBURG, MD. 20877

THIS CERTIFICATE IS VALID ONLY UPON THE SIMULTANEOUS QUALIFICATION
 OF IGEN INTERNATIONAL, INC. "A DELAWARE CORPORATION"

This certificate expires on NOVEMBER 15, 1996

THIS IS TO CERTIFY THAT all taxes imposed on the above-named corporation under the Bank
 and Corporation Tax Law have been paid or are secured by bond, deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State at
 Sacramento, California. The original of this certificate may be retained for the files of the
 corporation.

The required Secretary of State forms to dissolve, withdraw, or merge must be filed with the
 Office of the Secretary of State at 1500 Eleventh St., Third Floor, Sacramento, CA 95814-5701
by the expiration date of this notice.

NOTE: If the above process is not completed with the Secretary of State by the expiration
 date, the corporation will remain subject to the filing requirements of the Bank
 and Corporation Tax Law.

FRANCHISE TAX BOARD

TG13571CA:HH

By Hartley Hermanson
 Authorized Signature
 Corporation Audit Tax Clearance Unit



FTB 0010 (REV 4 85)