

03-31-1999



MRD 3/26/99

FORM PTO-1595
(Rev. 6/93)

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PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Atty Docket No. 04189-0050-08000

1999 MAR 26 PM 3:12

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

ATTN. BOX ASSIGNMENTS

1. Name of conveying party(ies):

Amgen Boulder Inc.

Additional names(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Amgen Inc.

Street Address: One Amgen Center

City: Thousand Oaks, State: CA Zip: 91320

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: December 31, 1997

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 Nos.:

B. Patent Nos.: 5,075,222

Additional numbers attached? ___ YES X NO

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P.

Internal Address:

Street Address: 1300 I Street, N.W.

City: Washington State: D.C. Zip: 20005-3315

6. Total number of applications and patent involved [1]

7. Total fee (37 CFR § 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 06-0916
(Attach duplicate of page is paying by deposit account.)

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40.00 DP

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.

Vanessa B. Pierce, Reg. No. 42,074

Name of Person Signing

Vanessa B. Pierce
Signature

March 24, 1999

Date

Total number of pages including cover sheet, attachments, and document 4

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"AMGEN BOULDER INC.", A DELAWARE CORPORATION,

WITH AND INTO "AMGEN INC." UNDER THE NAME OF "AMGEN INC.", CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8844498

DATE:

01-02-98

PATENT
REEL: 9845 FRAME: 0148

CERTIFICATE OF OWNERSHIP AND MERGER

of

AMGEN BOULDER INC.

(a Delaware corporation)

with and into

AMGEN INC.

(a Delaware corporation)

It is hereby certified that:

1. Amgen Inc. (the "Corporation") is a corporation of the State of Delaware.
2. Amgen Boulder Inc., a Delaware corporation ("Amgen Boulder"), is a wholly-owned subsidiary of the Corporation.
3. The Corporation, as the owner of at least 90% of the outstanding shares of stock of Amgen Boulder, does hereby merge Amgen Boulder with and into the Corporation.
4. This Certificate of Ownership and Merger constitutes a plan of complete liquidation of Amgen Boulder pursuant to Section 332 of the Internal Revenue Code of 1986, as amended ("Section 332").
5. The following is a copy of the resolutions adopted on December 31, 1997 by unanimous written consent of the Board of Directors of the Corporation with respect to the merger of Amgen Boulder with and into the Corporation (the "Merger"):

RESOLVED, that Amgen Boulder be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law as hereinafter provided, so that the separate existence of Amgen Boulder shall cease as soon as the Merger shall become effective, and thereupon the Corporation and Amgen Boulder will become a single corporation with the Corporation as the surviving corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware;

RESOLVED FURTHER, the Merger shall be treated as a tax-free liquidation pursuant to Section 332;

RESOLVED FURTHER, the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be effective upon the filing thereof with the Secretary of State of the State of Delaware; and

RESOLVED FURTHER, that the Chief Executive Officer, President, Chief Financial Officer and Senior Vice President, General Counsel of the Company, and the Secretary

or Assistant Secretary of the Company acting in conjunction with any such officers, be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger ("Certificate of Ownership and Merger"), in the form set forth as Exhibit A hereto, setting forth a copy of these resolutions to merge Amgen Boulder into the Corporation, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect the Merger.

6. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

[Signature Page to Follow]

Signed on December 31, 1997

AMGEN INC.



Name: George A. Vandeman
Title: Senior Vice President, General
Counsel and Secretary

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ABSTRACT OF DISCLOSURE

RECORDED: 03/26/1999

PATENT
REEL: 9845 FRAME: 0151