

09-02-1999

Docket No. 21601/JPW/JML/KSM



101134466

FORM PTO-1595 (Substitute)
(Rev. 8-96)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

1. Name of conveying party(ies):

Oncogene Science, Inc.

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

2. Name and address of receiving party(ies):

Name: OSI Pharmaceuticals, Inc.
Internal Address: _____
Street Address: 106 Charles Lindbergh Blvd.

3. Nature of Conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date(s): September 26, 1997

City/State/Zip: Uniondale, NY 11553-3649

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

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date(s) of the application is(are):

A. Patent Application No.(s) See Exhibit B
of the attached Communication

B. Patent No.(s) See Exhibit A of the
attached Communication

Additional numbers attached? Yes No

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

Name: John P. White, Esq.
Internal Address: _____
Street Address: Cooper & Dunham LLP
1185 Avenue of the Americas
City/State/Zip: New York, NY 10036

6. Total number of applications and patents involved: 37

7. Total fee (37 CFR §3.41): \$ 1480.00

 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
03-3125

DO NOT USE THIS SPACE

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.

John P. White [Signature] 8/26/99
Name of Person Signing Signature Date

Total Number of pages including cover sheet, attachments and document: 8

I hereby certify that this correspondence is being deposited this date with the U.S. Postal Service with sufficient postage as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231.

[Signature] 8/26/99
John P. White Date
Registration No. 28,678

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OMB No. 0651-0011 (exp. 4/94)

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

PATENT
REEL: 010197 FRAME: 0519

Exhibit A: U.S. Patents

<u>Patent No.</u>	<u>Issue Date</u>	<u>Attorney Docket</u>
5,262,319	November 16, 1993	22669-G
5,824,297	October 20, 1998	22669-H
5,871,724	February 16, 1999	22669-HZ
5,190,858	March 2, 1993	23919
5,665,543	September 9, 1997	26134-C3
5,863,733	January 26, 1999	26134-C3B
5,580,722	December 3, 1996	26134-H
5,776,502	July 7, 1998	26134-I2Z
5,217,896	June 8, 1993	27049
4,898,932	February 6, 1990	40434-A
5,084,380	January 28, 1992	40434-A-Z
5,028,527	July 2, 1991	40435
5,081,230	January 14, 1992	40436
5,262,523	November 16, 1993	40436-A
5,443,956	August 22, 1995	40438-A2
5,401,638	March 28, 1995	40441-C1
5,604,107	February 19, 1997	40441-D1
5,635,489	June 3, 1997	40835-A1
5,817,625	October 6, 1998	40835-B1

Exhibit B: U.S. Patent Applications

<u>U.S. Serial No.</u>	<u>Filing Date</u>	<u>Attorney Docket</u>
08/457,097	June 1, 1995	22669-CZ4
08/188,197	January 27, 1994	22669-J
08/294,061	August 22, 1994	22669-K
08/094,071	November 23, 1993	23384-D-PCT-US
09/157,233	September 18, 1998	23384-DA-PCT-US
08/683,455	July 18, 1996	26134-C3A
09/123,728	July 28, 1998	26134-C3AA
08/778,754	January 6, 1997	26134-C3C
08/255,236	June 7, 1994	26134-G1
08/463,691	June 5, 1995	26134-G1-Z
08/700,757	August 15, 1996	26134-HA
08/464,359	June 5, 1995	26134-HZ
09/047,966	March 25, 1998	26134-I2ZA
08/463,398	June 2, 1995	26134-I2Y
08/425,885	April 21, 1995	40438-A3
08/321,179	October 11, 1994	40441-C1Z
08/488,180	June 7, 1995	40441-C1Y
08/916,000	August 21, 1997	46473-A

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:

"OSI PHARMACEUTICALS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ONCOGENE SCIENCE, INC." UNDER THE NAME OF
"OSI PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D.
1997, AT 1:14 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2004924 8100M

991134331

AUTHENTICATION: 9673030
DATE: 04-07-99

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
OSI Pharmaceuticals, Inc.
INTO
Oncogene Science, Inc.**

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

Oncogene Science, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of OSI Pharmaceuticals, Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting thereof held on June 11, 1997, determined to merge OSI Pharmaceuticals, Inc. into itself on the conditions set forth in such resolutions:

RESOLVED, that the Corporation authorizes the formation of a subsidiary under the Delaware General Corporation Law to be named OSI Pharmaceuticals, Inc. and to be wholly-owned by the Corporation; and further

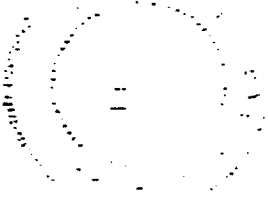
RESOLVED, that effective October 1, 1997, the subsidiary shall be merged with and into the Corporation, with the Corporation to be the surviving corporation, and, upon the effective date of the merger, the name of the surviving corporation shall be changed to OSI Pharmaceuticals, Inc.; and further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed to take such actions as shall be necessary or appropriate to effectuate the foregoing resolutions.

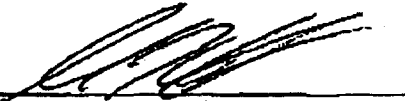
FOURTH: That this certificate of ownership and merger shall not become effective until 12:01 a.m. Eastern Time on October 1, 1997.

IN WITNESS WHEREOF, Oncogene Science, Inc. has caused its corporate seal to be affixed hereto and this certificate to be signed by Robert L. Van Nostrand, its authorized officer, this 26th day of September, 1997.

[SEAL]



ONCOGENE SCIENCE, INC.

By: 
Robert L. Van Nostrand
Vice President and
Chief Financial Officer