

09-24-1999

FORM PTO-1595

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101155421

Attorney Ref. No.

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

1. Name of conveying parties:

Megabios Corporation

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

3. Nature of conveyance:

☐ Assignment☐ Merger☐ Security Agreement☐ Change of Name☐ Other: Certificate of Ownership and Merger

Execution Date: April 29, 1999

2. Name and address of receiving party(ies)

Name: Valentis, Inc.

Internal Address: _____

Street Address: 863-A Mitten Road

City: Burlingame State: California Zip: 94010

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 of the application is:

A. Patent Application No.(s)

08/248,005 08/691,090 08/825,854

09/054,769 09/180,767 09/184,771

B. Patent No.(s)

5,698,721 5,705,655 5,736,395 5,902,802

5,665,879 5,776,908 5,932,241 5,830,878

Additional numbers attached? ☐ Yes ☒ No

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

Name: Emily Miao

Company Name: McDonnell, Boehnen, Hulbert & Berghoff

Street Address: 300 South Wacker Drive, Suite 3200

City: Chicago State: IL ZIP: 60606

6. Total number of applications and patents involved: 14

7. Total Fee (37 CFR 3.41).....\$560.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number: 13-2490

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.

Emily Miao

Printed Name of Person Signing

Signature

Date: September 20, 1999

09/28/1999 NTHA11 00000009 00248005

01 FC:581

560.00 OP

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

PATENT

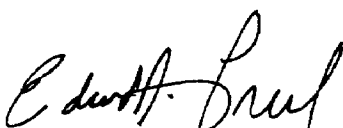
REEL: 010247 FRAME: 0566

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:

"VALENTIS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MEGABIOS CORP." UNDER THE NAME OF "VALENTIS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

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991369265

AUTHENTICATION: 9959641

DATE: 09-08-99

PATENT
REEL: 010247 FRAME: 0567

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING**

VALENTIS, INC.
a Delaware corporation

INTO

MEGABIOS CORP.
a Delaware corporation



Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Megabios Corp., a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation owns all of the outstanding shares of Valentis, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware.

SECOND: That this corporation, by the following resolutions of its Board of Directors, duly adopted by Unanimous Written Consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware on the 23rd day of April, 1999, determined to merge Valentis, Inc. into itself on the terms and conditions set forth in such resolutions:

RESOLVED, that Valentis, Inc. be merged with and into the Corporation and that the Corporation be the surviving corporation in such merger;

FURTHER RESOLVED, that the merger shall become effective upon the date and time of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

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1.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/29/1999
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FURTHER RESOLVED, that upon the effectiveness of the merger, the Corporation shall assume all of the liabilities and obligations of Valentis, Inc.; and

FURTHER RESOLVED, that upon the effectiveness of the merger, the name of the Corporation shall be changed to "Valentis, Inc." and Article I of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

"I

The name of the Corporation is Valentis, Inc."



[remainder of this page intentionally left blank]

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is hereby executed on behalf of the surviving Corporation, Megabios Corp., and attested to by its officers thereunto duly authorized.

Dated as of April 29, 1999

MEGABIOS CORP.

By: 

Benjamin E. McGraw, III
President and Chief
Executive Officer

ATTEST:

By: 

Patrick A. Pohlen
Secretary



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