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U.S. DEPARTMENT OF COMMERCE  
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record the attached original documents or copy

1. Name of conveying party(ies): <u>Arris Pharmaceutical Corporation</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): Name: <u>Axys Pharmaceuticals, Inc.</u> Internal Address: _____ _____ Street Address: <u>180 Kimball Way</u> _____ City: <u>South San Francisco</u> State: <u>CA</u> Zip: <u>94080</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Change of Name by Amended and Restated Certificate of Incorporation Execution Date: <u>January 8, 1998</u>	

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

A. Patent Application No.(s)

08/657,103

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of agent, to whom correspondence should be directed: Name: <u>Robin M. Silva</u> Internal Address: <u>FLEHR, HOHBACH, TEST,</u> <u>ALBRITTON &amp; HERBERT</u> Street Address: <u>SUITE 3400</u> <u>FOUR EMBARCADERO CENTER</u> City: <u>SAN FRANCISCO</u> State: <u>CA</u> Zip: <u>94111-4187</u>	6. Total number of applications and patents involved: <span style="border: 1px solid black; padding: 2px;">1</span> 7. Total fee (37 CFR 3.41): .....\$ <u>40.</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>06-1300</u> Please debit any underpayment or credit any overpayment to the above deposit account. Our Order No. <u>A-61099/DJB/RMS</u> (Attach duplicate 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.

Robin M. Silva  
Reg. No. 38,304

Name of Person Signing

Signature

November 4, 1999

Date

Total number of pages including cover sheet, attachments and document: [ 6 ]

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

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**PATENT**  
**REEL: 010391 FRAME: 0278**

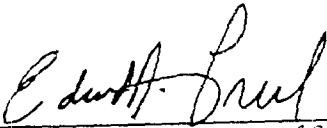
*Office of the Secretary of State*

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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 RESTATED CERTIFICATE OF "ARRIS PHARMACEUTICAL CORPORATION", CHANGING ITS NAME FROM "ARRIS PHARMACEUTICAL CORPORATION" TO "AXYS PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 1998, AT 3:30 O'CLOCK P.M.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 04-06-98

DATE:

PATENT  
REEL: 010391 FRAME: 0279

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
ARRIS PHARMACEUTICAL CORPORATION**

**ARRIS PHARMACEUTICAL CORPORATION** (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. That its Certificate of Incorporation, originally filed with the Secretary of State of Delaware on April 19, 1989, and its Amended and Restated Certificate of Incorporation, filed with the Secretary of State on December 17, 1993, is hereby amended and restated in its entirety to read as follows:

**"FIRST:** The name of the corporation is **AXYS PHARMACEUTICALS, INC.** (hereinafter referred to as the "Corporation").

**SECOND:** The registered office of the Corporation is to be located at 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent is The Corporation Trust Company, whose address is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of capital stock that the Corporation shall have the authority to issue shall be 60,000,000 shares, all of which shall be divided into two classes: Preferred Stock, to consist of 10,000,000 shares, par value \$.001 per share, and Common Stock, to consist of 50,000,000 shares, par value \$.001 per share.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate (a "Preferred Stock Designation") pursuant to the Delaware General Corporation Law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**FIFTH:** The election of directors need not be by written ballot unless the Bylaws so provide.

**SIXTH:** The Board of Directors of the Corporation is authorized and empowered from time to time in its discretion to make, alter, amend or repeal Bylaws of the Corporation,

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1.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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except as such power may be restricted or limited by the General Corporation Law of the State of Delaware.

**SEVENTH:** Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provision of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders or the corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise arrangement, the said compromise arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

**EIGHTH:** No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach or fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit.

**NINTH:** For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

(a) (i) The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted by the Board of Directors.

(ii) Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, directors shall be elected at each annual meeting of stockholders for a term of one year. Each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

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(iii) Subject to the rights of the holders of any series of Preferred Stock, no director shall be removed without cause. Subject to any limitations imposed by law, the Board of Directors or any individual director may be removed from office at any time with cause by the affirmative vote of the holders of a majority of the voting power of all the then-outstanding shares of voting stock of the corporation, entitled to vote at an election of directors (the "Voting Stock").

(iv) Subject to the rights of the holders of any series of Preferred Stock, any vacancies on the board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

(b) (i) Subject to Article IX of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the ten-outstanding shares of the Voting Stock. The Board of Directors shall also have the power to make, alter, amend, or repeal Bylaws pursuant to Article Sixth.

(ii) No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent.

(iii) Special meetings of the stockholders of the corporation may be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer, or (iii) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution presented to the Board of Directors for adoption), and shall be held at such place, on such date, and at such time as the Board of Directors shall fix.

(iv) Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation.

TENTH: Subject to the limitations set forth herein, the corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power."

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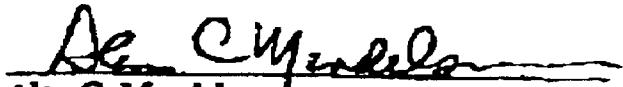
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its President and attested to by its Secretary this 8th day of January, 1998.

ARRIS PHARMACEUTICAL CORPORATION



John P. Walker  
President

ATTEST:



Alan C. Mandelson  
Secretary

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