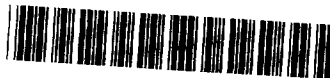


10-04-2000



To the Honorable Commissioner of Pa.

101478407

inal documents or copy thereof.

1. Name of conveying party(ies): 8-7-00
Amgen Boulder Inc.

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

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

Internal Address: Dept. 430, M/S 27-4-A

3. Nature of conveyance:

Street Address: One Amgen Center Drive

- Assignment Merger
- Security Agreement Change of Name
- Other Certificate of Ownership and Merger

City: Thousand Oaks State: CA Zip: 91320

Execution Date: December 31, 1997

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)

B. Patent No.(s)

5,188,943

5,332,804

Additional numbers attached? Yes No

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

Name: U.S. Patent Operations/RBW

6. Total number of applications and patents involved:

Internal Address: Dept. 4300, M/S 27-4-A

7. Total fee (37 CFR 3.41) \$ 80.00

AMGEN INC.

Enclosed

Authorized to be charged to deposit account.

Street Address: One Amgen Center Drive

8. Deposit account number: 01-0519

The Commissioner is hereby authorized to charge any additional filing fees which may be required or credit any overpayment to Deposit Account No. 01-0519

City: Thousand Oaks State: CA Zip: 91320-1799

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

Robert B. Winter, Reg. No. 34,458

Name of Person Signing

Signature

7-31-00

Date

10/03/2000 NTHA11 00000293 010519 5188943 number of pages including cover sheet, attachments, and document:

01 FC:581 80.00 CH

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.", A 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

2106150 8100M

971454892

AUTHENTICATION: 8844498

DATE: 01-02-98

PATENT REEL: 011111 FRAME: 0721

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]

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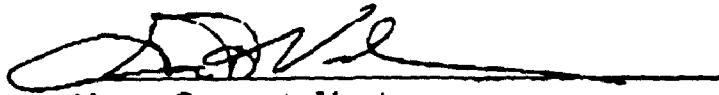
(TUE) 12:30:97 15:47/ST. 15:41/NO. 4261284509 P 3

#2

FROM LATHAM & WATKINS LA

Signed on December 31, 1997

AMGEN INC.



Name: George A. Vandeman

Title: Senior Vice President, General
Counsel and Secretary

S-1

AB1-Ctf of Merger

(TUE) 12:30:97 15:47/ST. 15:41/NO. 4261284509 P 4

FROM LARHAM & WATKINS LA #2

RECORDED: 08/07/2000

PATENT
REEL: 011111 FRAME: 0724