

12-26-2000



101561594

COVER SHEET

12-1-00

To: Honorable Commissioner of Patents and Trademarks:

Please record the attached original document(s) or copy thereof.



1. Name of conveying party(ies)
a) Incyte Pharmaceuticals, Inc.
2. Name and address of receiving party(ies):
a) Name: Incyte Genomics, Inc.
Address: 3160 Porter Drive, Palo Alto, California 94304
3. Nature of conveyance

<input type="checkbox"/>	Assignment	<input type="checkbox"/>	Merger
<input type="checkbox"/>	Security Agreement	<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	License Agreement	<input checked="" type="checkbox"/>	Other: Copy of Certificate of Amendment of Restated Certificate of Incorporation

Execution Date:

4. Application Number(s) or Patent Number(s): 09/034,807

The title of the (new) application is: PROJECT-BASED FULL-LENGTH BIOMOLECULAR SEQUENCE DATABASE

5. Please send all correspondence concerning this (these) documents to:

Customer Number: 022434

BEYER WEAVER & THOMAS, LLP
P.O. Box 778
Berkeley, CA 94704-0778
Phone (650) 961-8300
Fax (650) 961-8301

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- ☒ Enclosed
☒ Any additional fees are authorized to be charged to Deposit Account No. 500388 (Order No. ICYTP004C1)

8. 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.

Date: November 29, 2000

James E. Austin
Registration No. 39,489

12/22/2000 GTOM11 00000115 09034807

01 FC:581

40.00 DP

Attorney Docket No. ICYTP004C1

(Revised 01/96)

PATENT
REEL: 011355 FRAME: 0858

State of Delaware
Office of the Secretary of State

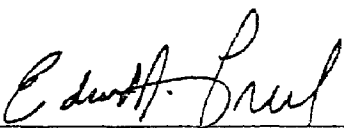
PAGE 1

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 AMENDMENT OF "INCYTE PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



2259499 8100
001287319



Edward J. Freel, Secretary of State

AUTHENTICATION: 0481632
DATE: 06-07-00

PATENT
REEL: 011355 FRAME: 0859

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

INCYTE PHARMACEUTICALS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Incyte Pharmaceuticals, Inc.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article I and Article IV Section A thereof and by substituting in lieu of said Article I and Article IV Section A the following new Article I and Article IV Section A:

"ARTICLE I

The name of the corporation is Incyte Genomics, Inc."

"ARTICLE IV

A. Classes of Stock. The total number of shares of all classes of capital stock which the corporation shall have authority to issue is two hundred five million (205,000,000), of which two hundred million (200,000,000) shares of the par value of one-tenth of one cent (\$.001) each shall be Common Stock (the "Common Stock") and five million (5,000,000) shares of the par value of one-tenth of one cent (\$.001) each shall be Preferred Stock (the "Preferred Stock"). The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of this Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Restated Certificate of Incorporation, the only stockholder approval required shall be the affirmative vote of a majority of the combined voting power of the Common Stock and the Preferred Stock so entitled to vote."

3. This Certificate of Amendment of Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation.

4. This Certificate of Amendment of Restated Certificate of Incorporation was duly adopted by the stockholders in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Incyte Pharmaceuticals, Inc. has caused this certificate to be signed by its Chief Executive Officer and Secretary this 5th day of June, 2000.

By: Roy A. Whitfield
Roy A. Whitfield
Chief Executive Officer

Attest:

By: Lee Bendekgey
Lee Bendekgey
Secretary