

02-06-2001

FORM PTO-1595 (modified)

(Rev 6-93)

RECC



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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

1.30.01

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

1. Name of conveying party(ies):

BioChem Vaccines Inc.

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

BioChem Pharma Inc.
275 Armand-Frappier Blvd.
Laval, Quebec, H7V 4A7
CANADA



Additional conveying party(ies) NO

3. Nature of conveyance:

Certification of Amalgamation

Execution Date:

December 20, 1999

Additional name(s) & address(es) attached? NO

4. Application number(s) or patent number(s):

If this is being filed together with a new application, the execution date of the application is:

A. Patent Application Number(s):

08/913,362

B. Patent Number(s):

Additional numbers attached? NO

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

Stephen A. Bent
FOLEY & LARDNER
Washington Harbour
3000 K Street, N.W., Suite 500
Washington, D.C. 20007-5109

6. Total number of applications/patents involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

☒ Check Enclosed

Charge to deposit account

8. Deposit account number: 19-0741

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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. The Commissioner is hereby authorized to charge any additional recordation fees which may be required in this matter to the above-identified deposit account.

Stephen A. Bent

January 30, 2001

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 3

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PATENT
REEL: 011482 FRAME: 0520



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

BioChem Pharma Inc. -

BioChem Pharma inc.

370440-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2000 / le 1 janvier 2000

Date of Amalgamation - Date de fusion

Canada

**CANADA BUSINESS
CORPORATIONS ACT
FORM 9
ARTICLES OF AMALGAMATION
(SECTION 184.1)**

1. Name of amalgamated corporation

BioChem Pharma Inc. - BioChem Pharma inc.

2. The place in Canada where the registered office is to be situated

Metropolitan Region of Montreal, Province of Quebec.

3. The classes and any maximum number of shares that the corporation is authorized to issue

The Corporation is authorized to issue only one class of shares, namely an unlimited number of common shares.

The common shares entitle the holder thereof to vote at all meetings of the shareholders of the Corporation and are entirely participating and entitle the holder thereof to receive dividends, as and when declared by the board of directors.

4. Restrictions, if any, on share transfers

None.

5. Number (or minimum and maximum number) of directors

Minimum of three (3) directors and a maximum of twenty (20) directors.

6. Restrictions, if any, on business the Corporation may carry on

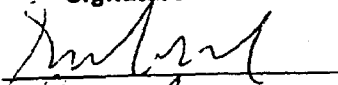
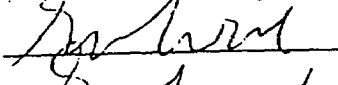
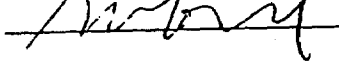
None.

7. Other provisions, if any

- (1) The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

8. The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

Section 184(1)

9.	Name of the Amalgamating Corporations	Corporation No.	Signature	Date	Title
	BioChem Pharma Inc.	356696-0		12/20/1999	Secretary
	BioChem Pharma Holdings Inc.	344622-1		12/20/1999	Secretary
	BioChem Vaccines Inc.	248925-2		12/20/1999	Secretary

FOR DEPARTMENTAL USE ONLY

Corporation No.

Filed

370440-8

DEC 23 1999

RECORDED: 01/30/2001

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