

11-27-2001



Form PTO-1595
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

U.S. Department of Commerce
Patent and Trademark Office

101901842
PATENTS UNIT

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

1. Name of conveying party(ies):

XOMA Corporation (merged into)
XOMA Arizona, Inc. (changed to)
XOMA Corporation (changed to)

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

Name: XOMA Ltd.

Internal Address:

11-20-01

Street Address: Clarendon House
2 Church Street

City: Hamilton State: Zip Code: HM11

Country: Bermuda

Additional name(s) & address(es) attached? yes no

Additional name(s) of conveying party(ies) attached? yes no

3. Nature of Conveyance:

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

Execution Date: (1) December 12, 1998
(2) December 29, 1998
(3) December 29, 1998

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) 07/787,567
~~08/064,691~~
 08/839,765
 09/136,389
 09/610,838
 09/711,485

B. Patent No(s). 5,376,546
 5,416,202
 5,621,083
 5,744,580
 5,756,699
 5,837,491
 6,146,850

Additional numbers attached? yes no

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

Name: Sterne, Kessler, Goldstein & Fox P.L.L.C.

Internal Address: c/o

Repln. Ref: 11/26/2001 GTON11 0009142600
 000190036
 FC: 704
 Name/Number: 07787567
 \$80.00 CR

Street Address: 1100 New York Ave., N.W.
Suite 600

City: Washington State: D.C. Zip Code: 20005-3934

6. Total number of applications and patents involved: 13

7. Total fee (37 C.F.R. § 3.41).....\$560.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number:

19-0036

(Attach duplicate copy of this page if paying by deposit account)

11/26/2001 GTON11 00000034 07787567
 01 FC:581

520.00 CR

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.

Michele A. Cimbala
Name of Person Signing
Registration No. 33851

Michele A. Cimbala
Signature

11/20/01
Date

Total number of pages including cover sheet, attachments and document 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

PATENT

REEL: 012312 FRAME: 0259



STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, BRIAN C. MCNEILL, EXECUTIVE SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT THE RECORDS IN THIS OFFICE SHOW THAT ON THE 12TH DAY OF DECEMBER, 1998 **XOMA CORPORATION** MERGED FROM A 'NO RECORD' TO **XOMA ARIZONA, INC.** AND ON THIS SAME DATE, CHANGED THE NAME OF THE CORPORATION TO **XOMA CORPORATION**. I FURTHER CERTIFY THAT ON THE 6TH DAY OF JUNE, 1999 **XOMA CORPORATION** CHANGED THE NAME OF THE CORPORATION TO **XOMA, LTD**, AND DOMESTICATED TO BERMUDA. **XOMA, LTD**. IS THE SURVIVING CORPORATION, AS PROVIDED BY LAW.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official
seal of the Arizona Corporation
Commission. Done at Phoenix, the
Capital, this

29TH day of MAY,

2001, A.D.




EXECUTIVE SECRETARY

BY 

PATENT

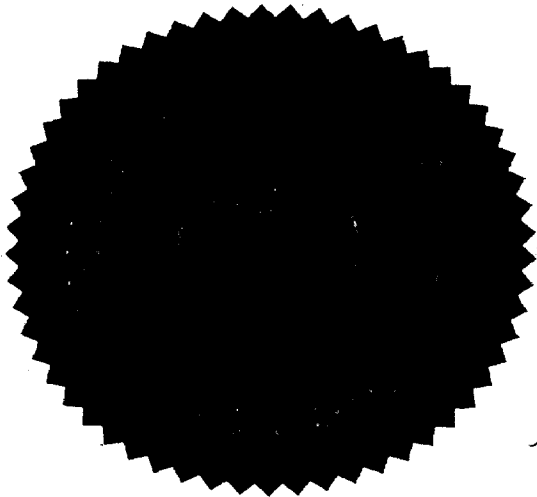
REEL: 012312 FRAME: 0260



BERMUDA

MINISTRY OF FINANCE

THIS IS TO CERTIFY that the attached document is a true copy of the Certificate of Continuance of XOMA Ltd. which was issued by the Office of the Registrar of Companies in the Islands of Bermuda, on the 14th day of January, 1999.



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 14th day of June, 2001.


for Registrar of Companies



BERMUDA


CERTIFICATE OF CONTINUANCE

I hereby in accordance with section 132C(4)(d) of *the Companies Act 1981* issue this Certificate of Continuance and do certify that on the **31st** day of **December, 1998**

XOMA Ltd.

was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said company is that of an exempted company.

Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 14th day of **January, 1999.**


for Registrar of Companies



**BERMUDA
THE COMPANIES ACT 1981**

**MEMORANDUM OF CONTINUANCE OF
COMPANY LIMITED BY SHARES
(Section 132C(2))**

**MEMORANDUM OF CONTINUANCE
OF
XOMA Ltd.
(hereinafter referred to as the "Company")**

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. The Company is an exempted company as defined by the Companies Act 1981.
3. The authorised share capital of the Company is US\$85,000 divided into 70,000,000 Common Shares of par value US\$.0005 each and 1,000,000 Preference Shares of par value US\$.05 each. The minimum subscribed share capital of the Company is US\$12,000.
4. The Company shall not have power to hold land situated in Bermuda.
5. Details of Incorporation:

The Company was incorporated under the name "XOMA Arizona, Inc." in the State of Arizona, U.S.A. on November 10, 1998, as a wholly owned subsidiary of Xoma Corporation, a corporation which was incorporated in the State of Delaware, U.S.A. on February 24, 1981. On December 29, 1998, Xoma Corporation merged with and into the Company, which thereby changed its name to "XOMA Corporation".

6. The objects of the Company from the date of continuance are:
 - (i) to create, develop or otherwise acquire and to hold, sell, dispose of, manage, license and otherwise deal in and/or with products and processes of all kinds whatsoever;

- (ii) to create, develop or otherwise acquire and to hold, sell, dispose of, manage, license and otherwise deal in and/or with patents, patent applications, know how, trade secrets, trade names, trademarks and trademark applications, service marks and service mark applications, copyrights and copyright applications, computer software, tangible and intangible personal property and forms of intellectual property of all kinds whatsoever;
- (iii) to develop, operate, advise or act as technical consultants with respect to life sciences, pharmaceutical products and processes or intellectual property of all kinds whatsoever; and
- (iv) packaging of goods of all kinds;
- (v) buying, selling and dealing in goods of all kinds;
- (vi) designing and manufacturing of goods of all kinds;
- (vii) mining and quarrying and exploration for metals, minerals, fossil fuels and precious stones of all kinds and their preparation for sale or use;
- (viii) exploring for, the drilling for, the moving, transporting and re-finishing petroleum and hydro carbon products including oil and oil products;
- (ix) scientific research including the improvement, discovery and development of processes, inventions, patents and designs and the construction, maintenance and operation of laboratories and research centres;
- (x) land, sea and air undertakings including the land, ship and air carriage of passengers, mails and goods of all kinds;
- (xi) ships and aircraft owners, managers, operators, agents, builders and repairers;
- (xii) acquiring, owning, selling, chartering, repairing or dealing in ships and aircraft;
- (xiii) travel agents, freight contractors and forwarding agents;
- (xiv) dock owners, wharfingers, warehousemen;
- (xv) ship chandlers and dealing in rope, canvas oil and ship stores of all kinds;
- (xvi) all forms of engineering;
- (xvii) farmers, livestock breeders and keepers, graziers, butchers, tanners and processors of and dealers in all kinds of live and dead stock, wool, hides, tallow, grain, vegetables and other produce;

- (xviii) acquiring by purchase or otherwise and holding as an investment inventions, patents, trade marks, trade names, trade secrets, designs and the like;
- (xix) buying, selling, hiring, letting and dealing in conveyances of any sort; and
- (xx) employing, providing, hiring out and acting as agent for artists, actors, entertainers of all sorts, authors, composers, producers, engineers and experts or specialists of any kind.
- (xxi) to acquire by purchase or otherwise hold, sell, dispose of and deal in real property situated outside Bermuda and in personal property of all kinds wheresoever situated.
- (xxii) to enter into any guarantee, contract of indemnity or suretyship and to assure, support or secure with or without consideration or benefit the performance of any obligations of any person or persons and to guarantee the fidelity of individuals filling or about to fill situations of trust or confidence.

7. From the date of continuance the Company shall, pursuant to Section 42 of The Companies Act 1981, have the power to issue preference shares which are, at the option of the holder, liable to be redeemed.

Signed by duly authorised persons in the presence of at least one witness attesting the signature thereof:

John A. Roberts
Charles J. Murphy

John A. Hubel
 Witness

John A. Hubel
 Witness

Dated this 29th day of December, 1998

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