

12-09-02 DP

Express Mail No.: EL 501 744 794 US



F 12-16-2002



Attorney Docket Number 8449-175-999

TO THE HONORAB

102312029
Washington, DC 20231

DEMARKS

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <u>12-6-02</u> AQUILA BIOPHARMACEUTICALS, INC.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>ANTIGENICS INC.</u></p> <p>Address: <u>34 Commerce Way</u> <u>Woburn, Massachusetts 01801</u></p> <p>Country (if other than USA): _____</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 31, 2001</u></p>	

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) 09/855,763 | B. Patent No.(s) _____

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1155 Avenue of Americas New York, N.Y. 10036-2711</p>	<p>6. Number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u> Please charge to the deposit account listed in Section 8.</p> <p>8. Deposit account number: <u>16-1150</u></p>
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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.

Adriane M. Antler 32,605 *Adriane Antler* 47,167
Name of Person Signing Reg. No. Signature Scott Warren Reg. No.

December 6, 2002
Date

Total number of pages (including cover sheet with duplicate): 11

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

PATENT
REEL: 013562 FRAME: 0708 NY2-1373681.1

CERTIFICATE OF MERGER
OF
AQUILA BIOPHARMA \acute{C} EUTICALS, INC.
(a Delaware corporation)
INTO
ANTIGENICS INC.
(a Massachusetts corporation)
which will be the surviving corporation
(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Aquila Biopharmaceuticals, Inc.	Delaware
Antigenics Inc.	Massachusetts

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation of the merger is Antigenics Inc.

FOURTH: That, by virtue of the merger, the Articles of Organization of Antigenics Inc. shall be the articles of organization of the surviving corporation.

FIFTH: That the executed agreement and plan of merger is on file at the Massachusetts office of the surviving corporation, located at 34-A Commerce Way, Woburn, MA 01801.

SIXTH: That a copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without costs, to any stockholder of any constituent corporation.

SEVENTH: That the surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent

corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Delaware Secretary of State to: Antigenics Inc., 630 Fifth Avenue, Suite 2100, New York, New York.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Antigenics Inc. has caused this Certificate of Merger to be signed by its authorized officer, with effect as of the 31st day of May, 2001.

ANTIGENICS INC.

By: 

Name: Garo Armen

Title: President

FEDERAL IDENTIFICATION
NO. applied for
000 742 490
(Antigenics Inc.)

FEDERAL IDENTIFICATION
NO. 04-3307818 (M)
(Aquila Biopharmaceuticals, Inc.)

081

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ MERGER (General Laws, Chapter 156B, Section 79)

~~Consolidation~~ merger of

(m) 7/12/96

AQUILA BIOPHARMACEUTICALS, INC.

a Delaware corporation

(R)

-AND-

(m) 2/1/01

ANTIGENICS INC.

a Massachusetts corporation

the constituent corporations, into

(S)

ANTIGENICS INC.

~~Consolidation~~ one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~Consolidation~~ merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~Consolidation~~ surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the ~~Consolidation~~ merger determined pursuant to the agreement of ~~Consolidation~~ merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:
3. (For a merger)
The following amendments to the Articles of Organization of the ~~Surviving~~ corporation have been effected pursuant to the agreement of merger:
None.

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

Not Applicable

C
P
M
R.A.

4

Delete the inapplicable word
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring such addition is clearly indicated.

P.C.

1206 (7-79) 6-00

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the total number of shares and the par value, if any, of each class of stock which the resulting corporation is

WITHOUT PAR VALUE		WITH PAR VALUE		
	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common:		
		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

Not Applicable

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

Not Applicable

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Not Applicable

Item 4 below may be deleted if the ~~resulting~~ surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~resulting~~ surviving corporation.

(a) The street address of the ~~resulting~~ surviving corporation in Massachusetts is: (post office boxes are not acceptable)
 34-A Commerce Way, Hoburn, MA 01801

**If there are no provisions state "None"

(c) The name, residential address and post office address of each director and officer of the ~~XXXXXX~~ surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Garò Armen	66 Mayfair Lane Manhasset, NY 11030	c/o Antigenics Inc. 630 Fifth Ave., Ste. 2100, New York, NY 10111
Treasurer:	Garò Armen	Same as above	Same as above
Clerk:	Garò Armen	Same as above	Same as above
Directors:	Garò Armen	Same as above	Same as above

(c) The fiscal year end (i.e. tax year) of the ~~XXXXXX~~ surviving corporation shall end on the last day of the month of December

(d) The name and business address of the resident agent, if any, of the ~~XXXXXX~~ surviving corporation is:
Not applicable

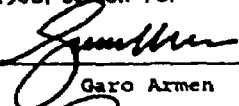
CT Corporation, 101 Federal St, Boston, MA 02110

Item 5 below may be deleted if the ~~XXXXXX~~ surviving corporation is organized under the laws of Massachusetts.

5.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President ~~XXXXXX~~ and *Clerk ~~XXXXXX~~ of Antigenics Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.



Garò Armen

*President ~~XXXXXX~~



Garò Armen

*Clerk ~~XXXXXX~~

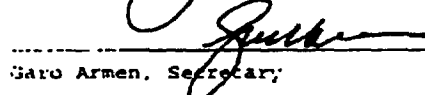
FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Aquila Biopharmaceuticals, Inc., a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ merger has been duly adopted by such corporation in the manner required by the laws of Delaware.

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.



Garò Armen, President



Garò Armen, Secretary

021964

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~CONSOLIDATION~~ *MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~CONSOLIDATION~~ *Merger and, the filing fee in the amount of \$ 250 , having been paid, said articles are deemed to have been filed with me this 31st day of May , 2001 .

Effective date _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Meghan Hannigan, Esq

Palmer & Dodge LLP

One Beacon St., Boston, MA 02108

Telephone (617) 571-0100

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AQUILA BIOPHARMACEUTICALS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ANTIGENICS INC." UNDER THE NAME OF "ANTIGENICS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 2 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1163848

DATE: 05-31-01

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PATENT

RECORDED: 12/06/2002

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