

FORM-PTO-1595  
1-31-92TRANSMITTAL OF DOCUMENT FOR RECORDATION  
PATENTS ONLY

Atty. Docket Gilead US

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

|  |  |
|--|--|
| 1. Name of conveying party(ies): Triangle Pharmaceuticals, Inc.<br>Additional name(s) of conveying party(ies) attached?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   | 2. Name and address of receiving party(ies):<br>Name: <u>GILEAD SCIENCES, INC</u><br>Foreign Address: _____<br>Domestic Address: <u>of 333 Lakeside Drive.</u><br>City: <u>Foster City</u> State: <u>CA</u> ZIP: <u>94404</u><br>Additional name(s) & address(es) attached?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                 |
| 3. Nature of Conveyance:<br><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger<br><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name<br>Other _____<br>Execution Date: <u>12/12/03</u>  |  |
| 4. Application number(s) or patent numbers(s):<br>If this document is being filed together with a new application, the execution date of the application is:<br>A. Patent Application No.(s) <u>see attached chart</u> B Patent Registration No. _____<br>(s)<br>Additional numbers attached ? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 5. Name and address of party to whom correspondence concerning document should be mailed:<br>Name: <u>Sherry M. Knowles</u><br><u>King &amp; Spalding LLP</u><br><u>191 Peachtree Street</u><br><u>Atlanta, Georgia 30303-1763</u><br>Telephone No.: <u>404-572-3541</u><br>Facsimile No.: <u>404-572-5145</u>   | 6. Number of applications and patents involved:<br><u>twenty-four</u><br>7. Total fee (37 CFR 3.41): <u>\$ 960.00</u><br><input type="checkbox"/> Enclosed<br><input checked="" type="checkbox"/> Authorized to be charged to deposit account<br>8. Deposit account number<br><u>11-0980</u><br>(Attach duplicate copy of this page if paying by deposit account): |
| DO NOT USE THIS SPACE  |  |
| 9. Statement and signature.<br><i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy of the original document.</i><br><u>Sally Sexton</u> <u>Sally Sexton</u> <u>1.27.04</u><br>Name of Person Signing Signature Date<br>Total number of pages comprising cover sheet: 1                                  |  |

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## Schedule B

| <b>Docket Name<br/>Title<br/>Ref. No.</b>  | <b>Country</b> | <b>Filing<br/>Date</b> | <b>Serial<br/>Number</b> | <b>Patent<br/>Number</b> |
|--|----------------|------------------------|--------------------------|--------------------------|
| TRI 1004 Normal<br>Use of MKC-442 in<br>Combination with<br>other Antiviral Agents | U.S.           | 4/7/98                 | 09/056,548               | 6,410,546                |
| TRI 1020 PROV<br>Method of<br>Manufacture of 1,3-<br>Oxathiolane<br>Nucleosides    | U.S.           | 8/12/98                | 60/096,214               |                          |
| TRI 1020 PROV 2<br>Method of<br>Manufacture of 1,3-<br>Oxathiolane<br>Nucleosides  | U.S.           | 3/4/99                 | 60/122,841               |                          |
| TRI 1020 Normal<br>Method of<br>Manufacture of 1,3-<br>Oxathiolane<br>Nucleosides  | U.S.           | 8/12/99                | 09/373,891               | 6,215,004                |
| TRI 1020 DIV<br>Method of<br>Manufacture of 1,3-<br>Oxathiolane<br>Nucleosides     | US             | 5/25/00                | 09/570,885               | 6,518,425                |
| TRI 1020 CON<br>Method of<br>Manufacture of 1,3-<br>Oxathiolane<br>Nucleosides     | US             | 9/26/00                | 09/669,806               | 6,576,766                |
| TRI 1020 CON<br>Method of<br>Manufacture of 1,3-<br>Oxathiolane<br>Nucleosides     | US             | 2/11/03                | 10/361,980               |                          |
| TRI 1007 PROV<br>Combination Therapy<br>to Treat Hepatitis B<br>Virus              | US             | 11/2/98                | 60/106,664               |                          |

| <b>Docket Name</b><br><b>Title</b><br><b>Ref. No.</b>   | <b>Country</b> | <b>Filing</b><br><b>Date</b> | <b>Serial</b><br><b>Number</b> | <b>Patent</b><br><b>Number</b> |
|---|----------------|------------------------------|--------------------------------|--------------------------------|
| TRI 1007 Normal<br>Combination Therapy<br>to Treat Hepatitis B<br>Virus                                 | US             | 11/2/99                      | 09/432,247                     | 6,528,515                      |
| TRI 1007 Normal<br>Combination Therapy<br>to Treat Hepatitis B<br>Virus                                 | US<br>DIV      | 2/25/03                      | 10/374,363                     |                                |
| ALTUS PROV Non-<br>homogeneous<br>Systems for the<br>Resolution of<br>Enantiomeric<br>Mixtures          | U.S.           | 10/9/98                      | 60/103,804                     |                                |
| TRI1010 Normal<br>Non-homogeneous<br>Systems for the<br>Resolution of<br>Enantiomeric<br>Mixtures       | U.S.           | 6/1/00                       | 09/585,166                     |                                |
| TRI1011 PROV<br>Method of<br>Manufacture<br>L-FMAU  | U.S.           | 3/30/01                      | 60/280,307                     |                                |
| TRI1011 US<br>Method of<br>Manufacture<br>L-FMAU  | U.S.           | 3/29/02                      | 10/112,403                     |                                |
| TRI 1013 PROV<br>Polymorphic and<br>Other Crystalline<br>Forms of FTC                                   | U.S.           | 3/1/01                       | 60/272,560                     |                                |
| TRI 1013 PROV 2   | U.S.           | 8/2/01                       | 60/309,605                     |                                |
| TRI 1013 US<br>Polymorphic and<br>Other Crystalline<br>Forms of FTC                                     | U.S.           | 3/1/02                       | 10/086,830                     |                                |
| TRI 1014 PROV<br>DAPD Combination<br>Therapy with Iosine<br>Monophosphate<br>dehydrogenase<br>Inhibitor | U.S.           | 12/15/00                     | 60/256,068                     |                                |

| <b>Docket Name<br/>Title<br/>Ref. No.</b>  | <b>Country</b> | <b>Filing<br/>Date</b> | <b>Serial<br/>Number</b> | <b>Patent<br/>Number</b> |
|--|----------------|------------------------|--------------------------|--------------------------|
| TRI1014 PROV 2<br>DAPD Combination<br>Therapy with<br>Ribavirin and<br>Mycophenolic Acid                                   | U.S.           | 3/1/01                 | 60/272,605               |                          |
| TRI1014 Normal<br>DAPD Combination<br>Therapy with<br>Ribavirin and<br>Mycophenolic Acid                                   | US             | 12/17/01               | 10/023,636               |                          |
| TRI 1015 Prov<br>Combination Therapy<br>with 1,3-Dioxolanes<br>and Inosine<br>Monophosphate<br>Dehydrogenase<br>Inhibitors | US<br>Prov     | 07/03/02               | 60/393,935               |                          |
| TRI 1016 Prov<br>Combination<br>Therapies for the<br>Treatment of Hepatitis<br>B   | US<br>Prov     | 7/15/03                | 60/396,117               |                          |
| TRI 1016   | US             | 7/11/03                | 10/618,531               |                          |
| TRI 1018 2-<br>Substituted-3-<br>Propenamide<br>Derivatives And<br>Methods Of Using<br>The Same"                           | US<br>Prov     | 12/2/02                | 60/430,556               |                          |

**CERTIFIED OFFICER'S CERTIFICATE OF  
GILEAD SCIENCES, INC.**

I, Gregg H. Alton, hereby certify that I am the duly elected and acting General Counsel and Assistant Secretary of Gilead Sciences, Inc., a Delaware corporation ("Gilead") with offices at 333 Lakeside Drive, Foster City, California U.S.A., and whose registered office is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, and do further hereby certify the following:


As provided in the Certificate of Merger which was filed with the Delaware Secretary of State on January 23, 2003, a copy of which is attached hereto as Exhibit A, Triangle Pharmaceuticals, Inc., a Delaware corporation ("Triangle") merged with and into a wholly-owned subsidiary of Gilead. As a result of this merger, Triangle became a wholly-owned subsidiary of Gilead.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate on behalf of Gilead as of December 12, 2003.



Gregg H. Alton  
Vice President, General Counsel and Assistant Secretary

I hereby certify that this correspondence is being facsimile transmitted to the Mail Stop Assignment Recordation Services, Commissioner of Patents, P.O. Box 1450, Alexandria, VA 22313-1450, Attention:, Facsimile No. (703)306-5995, on January 27, 2004.

  
\_\_\_\_\_  
Sally Sexton

Gilead Assignment  
Date: January 27, 2004

# Delaware

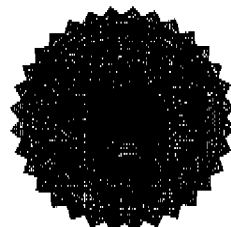
PAGE 1

## *The First State*

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 OWNERSHIP, WHICH MERGES:

"SIMBOLO ACQUISITION SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "TRIANGLE PHARMACEUTICALS, INC." UNDER THE  
NAME OF "TRIANGLE PHARMACEUTICALS, INC.", A CORPORATION  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF  
JANUARY, A.D. 2003, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-THIRD DAY  
OF JANUARY, A.D. 2003, AT 4 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2521672 8100M

AUTHENTICATION: 2872434

040031151

DATE: 01-15-04

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:00 PM 01/23/2003  
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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
SIMBOLO ACQUISITION SUB, INC.,  
WITH AND INTO  
TRIANGLE PHARMACEUTICALS, INC.**

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Pursuant to Section 253 of the  
Delaware General Corporation Law

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**SIMBOLO ACQUISITION SUB, INC.**, a corporation organized and existing under the laws of the State of Delaware (this "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That this Corporation was incorporated on November 20, 2002, pursuant to the Delaware General Corporation Law, the provisions of which permit the merger of a parent corporation organized and existing under the laws of such State into a subsidiary corporation organized and existing under the laws of such State.

**SECOND:** That this Corporation owns at least ninety percent (90%) of the outstanding shares of the common stock, \$0.001 par value per share ("Triangle Common Stock"), of Triangle Pharmaceuticals, Inc., a corporation incorporated on the 12<sup>th</sup> day of July, 1995, pursuant to the Delaware General Corporation Law ("Triangle"), and having no class of stock outstanding other than such common stock.

**THIRD:** That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof, filed with the minutes of its Board of Directors, pursuant to Section 141(f) of the Delaware General Corporation Law, on November 26, 2002, determined to, and effective as of 4:00 p.m. EASTERN STANDARD TIME on January 23, 2003 shall, merge itself with and into Triangle (the "Merger"):

**AGREEMENT AND PLAN OF MERGER**

**WHEREAS**, the Board of Directors of the Corporation believes that it is advisable and in the best interests of the Corporation for the Corporation: (i) to enter into an Agreement and Plan of Merger with the Corporation's parent corporation, Gilead Sciences, Inc., a Delaware corporation ("Gilead"), Triangle Pharmaceuticals, Inc., a Delaware corporation ("Triangle") in substantially the form presented to the Board of Directors of the Corporation; (ii) to make a cash tender offer to acquire all of the outstanding shares of common stock of Triangle ("Triangle Common Stock") at a price of \$6.00 per share of Triangle Common Stock, net to the seller in cash (the "Offer Price"), without interest thereon, upon the terms and subject to the conditions set forth in such Agreement and Plan of Merger (the "Tender Offer"); and (iii) to merge with and into Triangle upon the terms and subject to the conditions set forth in such Agreement and Plan of Merger following the acquisition by the Corporation of Triangle Common Stock validly tendered (and not withdrawn) in the Tender Offer (the merger of the Corporation with and into Triangle being referred to as the "Merger," and together with the Tender Offer, the "Transactions").

**NOW, THEREFORE, BE IT RESOLVED**, that that the Board of Directors of the Corporation believes that it is advisable and in the best interests of the Corporation for the Corporation to enter into an Agreement and Plan of Merger with Triangle and Gilead, in substantially the form

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presented to the Board of Directors of the Corporation, with such changes as the officers of the Corporation may approve, such approval to be evidenced by such officer's or officers' execution thereof (the "Merger Agreement"), and the Board of Directors of the Corporation hereby approves the Merger Agreement and declares its advisability; and

**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Corporation, to execute and deliver the Merger Agreement and any other agreements, certificates and other documents referred to therein or contemplated thereby, and to cause the Corporation to perform its obligations thereunder; and

**FURTHER RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to submit the Transactions and the Merger Agreement to the Corporation's sole stockholder for its approval and adoption, in a manner consistent with the provisions of all applicable state and federal laws, and to take all such other actions that any of them deem to be necessary or appropriate to obtain the approval and adoption of the Transactions and the Merger Agreement by the Corporation's sole stockholder; and

**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Corporation, to take any action necessary or appropriate to commence and purchase shares of Triangle Common Stock validly tendered (and not withdrawn) in the Tender Offer, and to make such changes to the terms and conditions of the Tender Offer as the appropriate officers may approve, such approval to be conclusively evidenced by the filing of a definitive copy of the Offer to Purchase relating to the Tender Offer with the Securities and Exchange Commission (the "Commission") as an exhibit to the Tender Offer Statement on Schedule TO relating to such Tender Offer (the "Schedule TO"); and

**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Corporation, to cause to be prepared, to execute on behalf of the Corporation and to cause to be filed with the Commission the Schedule TO (and all amendments thereto), with such changes as the appropriate officers may approve, such approval to be conclusively evidenced by such execution and filing with the Commission, and any other appropriate schedules, statements, reports and other documents, including any amendment thereto, required under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), in connection with the Tender Offer, and to cause to be prepared, to execute and to cause to be filed any other appropriate schedules, statements, reports or documents or any amendments thereto as may be required to be filed with the Commission in connection with the Tender Offer; and

**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to make from time to time, such changes in the terms and conditions of the Tender Offer that are approved by the appropriate officers of the Corporation, and the appropriate officers of the Corporation are hereby authorized to take all necessary action to cause the Tender Offer to be so amended, including, without limitation, preparing appropriate amendments to the Offer to Purchase relating to the Tender Offer, the Letter of Transmittal relating to the Tender Offer, the Schedule TO and related offering documents; and

**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Corporation, at such time as said officers may determine to be appropriate, (i) to deliver a request for a stockholder list pursuant to Rules 14d-5 and 14a-7 of the rules and regulations promulgated under the Exchange Act and (ii) in general, to take such other actions that, in the judgment of the officer taking such actions, may be necessary or appropriate in order to obtain a stockholder list, security position listing and related corporate documents and records of Triangle; and

**FURTHER RESOLVED**, that the Merger is hereby approved, and the payment by the Corporation in cash of the amount per share to be paid for Triangle Common Stock in the Tender Offer (as such amount may be adjusted pursuant to the Merger Agreement to reflect a change of the Triangle Common Stock into a different number or class of shares by reason of any stock split, division or subdivision of shares, stock dividend, reverse stock split, consolidation of shares, reclassification, recapitalization or other similar transaction involving Triangle), without interest thereon, in exchange for each share of Triangle Common Stock outstanding at the effective time of the Merger (other than shares of Triangle Common Stock held by the Corporation or Gilcad or any of its other wholly-owned subsidiaries) is hereby authorized and approved; and

**FURTHER RESOLVED**, that all prior actions taken by the officers of the Corporation with respect to the preparation and negotiation of each of the Merger Agreements, and each other agreement, document or instrument related to the Transactions be, and each of them hereby is, authorized, ratified and approved; and

**FURTHER RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take such further action as each may deem necessary or appropriate to carry out the intent of the above resolutions.

**FOURTH:** That the Merger has been approved by the holder of all of the outstanding stock of this Corporation entitled to vote thereon by unanimous written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

**FIFTH:** That the surviving corporation (the "Surviving Corporation") shall be named "Triangle Pharmaceuticals, Inc."

**SIXTH:** That from and after the effective time of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A attached hereto.

**SEVENTH:** That the Merger shall become effective at 4:00 p.m. EASTERN STANDARD TIME on January 23, 2003.

IN WITNESS WHEREOF, Simbolo Acquisition Sub, Inc. has caused this Certificate of Ownership and Manger to be executed in its corporate name as of the 13 day of January, 2003.

**SIMBOLO ACQUISITION SUB, INC.**

By:   
Name: Joseph F. Milligan  
Title: President

**ATTESTED TO:**

By:   
Name: Gregory H. Alton  
Title: Secretary

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**Exhibit A**

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**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
TRIANGLE PHARMACEUTICALS, INC.**

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**I.**

The name of this corporation is Triangle Pharmaceuticals, Inc.

**II.**

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801, and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

**IV.**

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock which the corporation is presently authorized to issue is One Thousand (1,000) shares, each having a par value of one cent (\$0.01).

**V.**

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Subject to Section (45) of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the Stockholders entitled to vote. The Board of Directors shall also have the power to adopt, amend or repeal the Bylaws.

C. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the

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number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

D. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the corporation.

#### VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

#### VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

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