

09-17-2003

Form PTO-1595
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): **9-15-03**
Cell Pathways, Inc.Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
- ☐ Security Agreement ☐ Change of Name
- ☐ Other _____

Execution Date: 07/14/2003

2. Name and address of receiving party(ies)

Name: OSI Pharmaceuticals, Inc.

Internal Address: _____

Patent Department

Street Address: 58 South Service Road

Suite 110

City: Melville State: NY Zip: 11747

Additional name(s) & address(es) attached? ☐ Yes ☒ No

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) _____

B. Patent No.(s) Please see list
attachedAdditional numbers attached? ☒ Yes ☐ No5. Name and address of party to whom correspondence
concerning document should be mailed:

Name: Shu M. Lee, Ph.D.

Internal Address: Patent Department

OSI Pharmaceuticals, Inc.

Street Address: 58 South Service Road

Suite 110

City: Melville State: NY Zip: 11747

6. Total number of applications and patents involved: **59**

7. Total fee (37 CFR 3.41).....\$ 2,360.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

2003 SEP 15 AM 7:47
OPR/FINANCE

09/16/2003 DBYRNE 00000205 5852035

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9. Signature.

Shu M. Lee, Ph.D.
Name of Person Signing
Signature11 Sept. 2003
DateTotal number of pages including cover sheet, attachments, and documents: **7**Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231PATENT
REEL: 014468 FRAME: 0675

CONTINUATION OF ITEM 4

5,852,035	6,124,303	6,348,032
5,858,694	6,130,053	6,358,992
5,874,440	6,133,271	6,359,002
5,902,827	6,156,528	6,365,627
5,939,417	6,160,003	6,380,206
5,942,520	6,177,471	6,391,885
5,948,911	6,180,629	6,410,584
5,958,982	6,187,779	6,420,410
5,990,117	6,200,771	6,432,950
6,020,379	6,200,980	6,440,981
6,025,394	6,207,666	6,455,703
6,028,116	6,211,177	6,465,494
6,034,099	6,211,220	6,472,420
6,037,345	6,232,312	6,479,493
6,046,199	6,235,776	6,479,520
6,046,206	6,235,782	6,486,155
6,046,216	6,239,136	6,486,158
6,060,477	6,262,059	6,500,610
6,071,934	6,268,372	6,562,830
6,077,842	6,300,346	

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:25 PM 07/14/2003
FILED 06:25 PM 07/14/2003
SRV 030460953 - 2004924 FILE

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****Cell Pathways, Inc.****WITH AND INTO****OSI Pharmaceuticals, Inc.***(Pursuant to Section 253 of the General Corporation Law of Delaware)*

OSI Pharmaceuticals, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns all of the outstanding shares of each class of the capital stock of Cell Pathways, Inc., a Delaware corporation (the "Merging Party").

THIRD: The Corporation, by the written consent of its Board of Directors, dated June 25, 2003, determined to merge the Merging Party with and into itself, with the Corporation surviving the merger, on the conditions set forth in such resolutions:

Merger with Cell Pathways, Inc.

RESOLVED, that the Corporation merge with Cell Pathways, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Cell Pathways"), by having Cell Pathways merge with and into the Corporation and the Corporation shall be the surviving corporation, and that upon effectiveness of the merger, the issued and outstanding shares of the common stock of Cell Pathways shall be cancelled and no longer be issued and outstanding, and each of the issued and outstanding shares of the common stock of the Corporation shall continue to be issued and outstanding stock of the Corporation.

RESOLVED, that in order to effectuate the merger, the officers of the Corporation are, and each of them is, hereby authorized, empowered and directed to execute, deliver and file in the name and on behalf of the Corporation, a Certificate of Ownership and Merger with the Secretary of the State of Delaware.

FOURTH: The effective date of the merger herein certified, insofar as the provisions of the Delaware General Corporation Law govern such effective date, shall be the date upon which this Certificate of Ownership and Merger is filed by the Secretary of State of the State of Delaware.

NYC 265328v1

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its authorized officer, this 14th day of July 2003.

OSI PHARMACEUTICALS, INC.

By: *Colin Goddard*

Name: Colin Goddard, Ph.D.

Title: Chief Executive Officer

NYC 265323v1

Delaware

PAGE 1

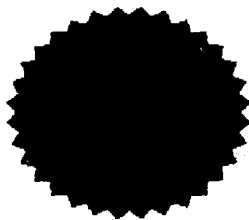
The First State

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:

"CELL PATHWAYS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "OSI PHARMACEUTICALS, INC." UNDER THE NAME OF "OSI PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JULY, A.D. 2003, AT 6:25 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

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030460953

AUTHENTICATION: 2528803

DATE: 07-15-03

RECORDED: 09/15/2003

PATENT
REEL: 014468 FRAME: 0679