

09-22-2003



Form PTO-1595 (Rev. 10/02)

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

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

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Tab settings

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

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

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

3. Nature of conveyance: Merger Security Agreement Change of Name Other Execution Date: 07/14/2003

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) Please see attached list B. Patent No.(s) Additional numbers attached? Yes No

5. 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: 56 7. Total fee (37 CFR 3.41): \$ 2,240.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: OPR/FINANCE 2003 SEP 15 AM 7:46

DO NOT USE THIS SPACE

9. Signature. Shu M. Lee, Ph.D. Name of Person Signing Signature Date 11 Sept. 2003

Total number of pages including cover sheet, attachments, and documents: 7

09/17/2003 EDOOPER 00000002 09169678 01 FC:8021 2240.00 OP

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

PATENT REEL: 014479 FRAME: 0198

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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

PATENT
REEL: 014479 FRAME: 0200

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

Delaware

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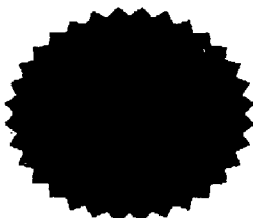
The First State

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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AUTHENTICATION: 2528803

030460953

DATE: 07-15-03

RECORDED: 09/15/2003

PATENT
REEL: 014479 FRAME: 0202