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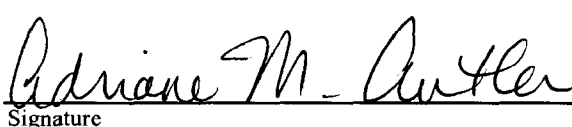
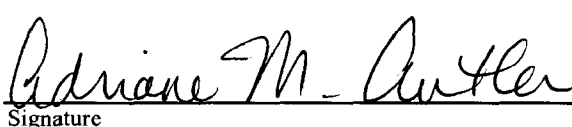
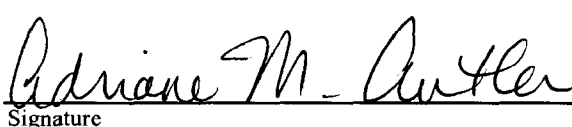
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Attorney Docket Number 7326-094

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Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Exelixis Pharmaceuticals, Inc.  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies):  Name: <u>Exelixis, Inc.</u>  Address: <u>170 Harbor Way</u> <u>P.O. Box 511</u> <u>South San Francisco, California 94083-0511</u>  Country (if other than USA):					
3. Nature of conveyance: Assignment Merger  Security Agreement <input checked="" type="checkbox"/> Change of Name  Other  Execution Date: <u>February 4, 2000</u>		203 NOV - 6 AM 8:16 OPR/FINANCE					
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) <u>09/270,767</u> B. Patent No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
5. Name and address of party to whom correspondence concerning document should be mailed:  PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, New York 10036-2711		6. Number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41):.....\$ 40.00 Please charge to the deposit account listed in Section 8. 8. Deposit account number: <u>16-1150</u>					
DO NOT USE THIS SPACE							
9. Statement and signature.  <i>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.</i>  <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;"> <u>Adriane M. Antler</u>            Name of Person Signing         </td> <td style="width: 10%;"> <u>32,605</u>            Reg. No.         </td> <td style="width: 40%; text-align: center;">             Signature         </td> <td style="width: 20%; text-align: right;"> <u>November 6, 2003</u>            Date         </td> </tr> </table>				<u>Adriane M. Antler</u> Name of Person Signing	<u>32,605</u> Reg. No.	 Signature	<u>November 6, 2003</u> Date
<u>Adriane M. Antler</u> Name of Person Signing	<u>32,605</u> Reg. No.	 Signature	<u>November 6, 2003</u> Date				
Total number of pages including cover sheet:			4				

Mail documents to be recorded with required cover sheet information to:  
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PATENT  
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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 AMENDMENT OF "EXELIXIS PHARMACEUTICALS, INC.", CHANGING ITS NAME FROM "EXELIXIS PHARMACEUTICALS, INC." TO "EXELIXIS, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF FEBRUARY, A.D. 2000, AT 2 O'CLOCK P.M.



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

2452819 8100

AUTHENTICATION: 0961573

010063639

DATE: 02-08-01

PATENT  
REEL: 014673 FRAME: 0847

**CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
EXELIXIS PHARMACEUTICALS, INC.**

George A. Scangos, Ph.D. and Glen Y. Sato hereby certify that:

**ONE:** They are the duly elected and acting President and Secretary, respectively, of Exelixis Pharmaceuticals, Inc., a Delaware corporation.

**TWO:** The original Certificate of Incorporation of Exelixis Pharmaceuticals, Inc. was filed with the Secretary of State of the State of Delaware on November 15, 1994. The Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 25, 1999. The current name of this corporation is Exelixis Pharmaceuticals, Inc.

**THREE:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Restated Certificate of Incorporation as follows:

Article FIRST shall be amended and restated to read in its entirety as follows:

**"FIRST:**

The name of the corporation is Exelixis, Inc. (the "Corporation")."

**FOUR:** Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was approved, in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

**FIFTH:** All other provisions of the Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, Exelixis Pharmaceuticals, Inc. has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by its President and Secretary in South San Francisco, California this 14th day of February, 2000.

EXELIXIS PHARMACEUTICALS, INC.

  
George A. Scangos, Ph.D.  
President

Attest:

  
Name: Glen Y. Sato  
Title: Secretary

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