

08-09-2004

Form PTO-1595 (Rev. 06/04)
OMB No. 0651-0027 (exp. 6/30/2005)

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



8/6/04

102809513

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

NaPro BioTherapeutics, Inc.
4840 Pearl East Circle, Suite 300W
Boulder, Colorado 80301

Execution Date(s) May 4, 2004

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Tapestry Pharmaceuticals, Inc

Internal Address: Suite 300W

Street Address: 4840 Pearl East Circle

City: Boulder

State: CO

Country: USA Zip: 80301

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____
- Merger
- Change of Name

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

5,688,977

Additional numbers attached? Yes No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Timothy J. Martin, P.C.

Internal Address: Suite 200

Street Address: 9250 W. 5th Avenue

City: Lakewood

State: CO Zip: 80226

Phone Number: 303-232-3388

Fax Number: 303-232-3288

Email Address: becky@jmlaw.com

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 13-1940

Authorized User Name Timothy J. Martin, P.C.

9. Signature:

Rebecca A. Legick
Signature

08-03-2004
Date

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

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

08/09/2004 6TUN11 00000006 5688977

01 FC:8021

40.00 DP

PATENT
REEL: 015642 FRAME: 0444

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TAPESTRY PHARMACEUTICALS, INC.

WITH AND INTO

NAPRO BIOTHERAPEUTICS, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

NAPRO BIOTHERAPEUTICS, 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 September 8, 1993, pursuant to the Delaware General Corporation Law (the "*DGCL*"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.01 par value per share, of Tapestry Pharmaceuticals, Inc., a corporation incorporated on April 21, 2004 (the "*Merger Sub*"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

THIRD: That this Corporation, by the resolutions of its Board of Directors attached hereto as *Exhibit A*, duly adopted by the unanimous written consent of its members pursuant to Section 141(f) of the DGCL effective May 3, 2004, determined to merge the Merger Sub with and into itself (the "*Merger*").

FOURTH: That the surviving corporation of the Merger (the "*Surviving Corporation*") shall be this Corporation.

FIFTH: That from and after the effective time of the Merger, the Amended and Restated Certificate of Incorporation of this Corporation, as amended (the "*Certificate of Incorporation*"), shall be the Certificate of Incorporation of the Surviving Corporation and Article One of the Certificate of Incorporation of this Corporation shall be amended and restated to read as follows:

"The name of this corporation is Tapestry Pharmaceuticals, Inc. (the "*Corporation*")."

SIXTH: That the Merger shall become effective at 4:00 pm EDT on May 4, 2004.

IN WITNESS WHEREOF, NaPro BioTherapeutics, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 3rd day of May, 2004.

NAPRO BIOTHERAPEUTICS, INC.

By: _____

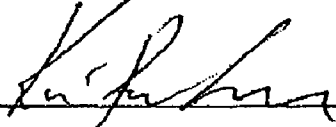

Kai P. Larson

EXHIBIT A

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF NAPRO BIOTHERAPEUTICS, INC.

RESOLVED, that the Merger Sub be merged with and into the Corporation (the "*Merger*") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective on the filing of a Certificate of Ownership and Merger (the "*Certificate of Merger*") prepared and executed by an officer of the Corporation in the form required by Section 253 of the General Corporation Law of the State of Delaware and filed with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, (i) the Corporation shall assume all of the liabilities and obligations of the Merger Sub, (ii) the name of the Corporation shall be changed from "NaPro BioTherapeutics, Inc." to "Tapestry Pharmaceuticals, Inc." and (iii) Article One of the Amended and Restated Certificate of Incorporation of the Corporation, as amended, shall be amended and restated to read as follows: "The name of this corporation is Tapestry Pharmaceuticals, Inc. (the "Corporation")."

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to effect all filings and qualifications, and take all further actions, that any such officer deems to be necessary or appropriate to comply with state or federal securities laws in connection with the transactions contemplated by the Merger and the Certificate of Merger;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed for and on behalf of the Corporation to prepare, execute and deliver the Certificate of Merger and any other agreements, certificates and other documents referred to therein or contemplated thereby, and to cause the Corporation to perform its obligations under the Certificate of Merger; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver all other instruments, effect all filings and qualifications, and take all further actions, that either of them deem to be necessary or appropriate to carry out the purposes of the foregoing resolutions and to consummate the transactions contemplated by the Merger and the Certificate of Merger.

Delaware

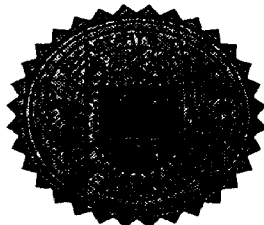
PAGE 1

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:

"TAPESTRY PHARMACEUTICALS INC.", A DELAWARE CORPORATION, WITH AND INTO "NAPRO BIOTHERAPEUTICS, INC." UNDER THE NAME OF "TAPESTRY PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 2004, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF MAY, A.D. 2004, AT 4 O'CLOCK P.M.



2350165 8100M

040369841

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3133799

DATE: 05-25-04

PATENT
REEL: 015642 FRAME: 0448

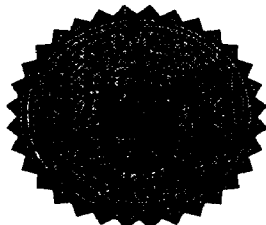
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NAPRO BIOTHERAPEUTICS, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "TAPESTRY PHARMACEUTICALS, INC.", THE FOURTH DAY OF MAY, A.D. 2004, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF MAY, A.D. 2004, AT 4 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3133803

DATE: 05-25-04

2350165 8320

040369841

RECORDED: 08/06/2004

PATENT
REEL: 015642 FRAME: 0449