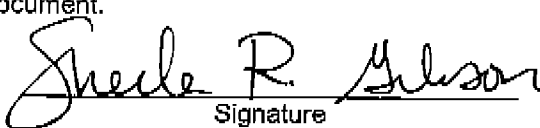


Client Code: MANNK.001CP1

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>CTL ImmunoTherapies Corp.</p> <p>Additional name(s) of conveying party(ies) attached?</p> <p align="center">() Yes (X) No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: MannKind Corporation</p> <p>Internal Address:</p> <p>Street Address: 28903 North Avenue Paine</p> <p>City: Valencia State: CA</p> <p>ZIP: 91355</p> <p>Additional name(s) of receiving party(ies) attached?</p> <p align="center">() Yes (X) No</p>
<p>3. Nature of conveyance:</p> <p>() Assignment () Security Agreement</p> <p>(X) Merger () Change of Name</p> <p>() Other:</p> <p>Execution Date: (List as in section 1 if multiple signatures)</p> <p>December 23, 2002</p>	<p>4. US or PCT Application number(s) or US Patent number(s):</p> <p>(X) Patent Application No.: 09/380,534</p> <p>Filing Date: September 1, 1999</p> <p>Additional numbers attached?</p> <p align="center">() Yes (X) No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995</p> <p>Address: Knobbe, Martens, Olson & Bear, LLP</p> <p>2040 Main Street, 14th Floor</p> <p>Irvine, CA 92614</p> <p>Return Fax: (949) 760-9502</p> <p>Attorney's Docket No.: MANNK.001CP1</p>	<p>6. Total number of applications and patents involved: 1</p>
<p>7. Total fee (37 CFR 1.21(h)): \$40</p> <p>(X) Authorized to be charged to deposit account</p>	<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>
<p>9. Statement and signature.</p> <p>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.</p> <p><u>Sheila R. Gibson</u> Name of Person Signing</p> <p align="center"> Signature</p> <p align="right"><u>5-23-05</u> Date</p> <p>54,120 Registration No.</p> <p align="right">Total number of pages including cover sheet, attachments and document: 3</p>	

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

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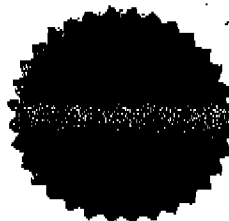
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALLECURE CORP.", A DELAWARE CORPORATION,

"CTL IMMUNOTHERAPIES CORP.", A DELAWARE CORPORATION,

WITH AND INTO "MANNKIND CORPORATION" UNDER THE NAME OF "MANNKIND CORPORATION", 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 DECEMBER, A.D. 2002, AT 9 O'CLOCK A.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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020792240

AUTHENTICATION: 2166069

DATE: ~~PATENT~~ 12

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 12/23/2002
 020792240 - 3234871

**CERTIFICATE OF OWNERSHIP AND
 MERGER OF SUBSIDIARIES INTO PARENT**

**CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 CTL IMMUNOTHERAPIES CORP. AND ALLECURE CORP.
 INTO
 MANNKIND CORPORATION**

MannKind Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

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

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of CTL ImmunoTherapies Corp., a Delaware corporation, and all of the outstanding shares of each class of capital stock of AlleCure Corp., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 15th day of December, 2002, determined to merge into itself CTL ImmunoTherapies Corp. and AlleCure Corp. on the conditions set forth in such resolutions:

RESOLVED: That MannKind Corporation merge into itself its subsidiary, CTL ImmunoTherapies Corp., and its subsidiary, AlleCure Corp., and assume all of said subsidiaries' liabilities and obligations;

FURTHER RESOLVED: That the President and the Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said CTL ImmunoTherapies Corp. and said AlleCure Corp. into this corporation and to assume said subsidiaries' liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware.

FOURTH: That the mergers of CTL ImmunoTherapies Corp. and AlleCure Corp. into MannKind Corporation shall not become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, but shall become effective on December 31, 2002.

IN WITNESS WHEREOF, said MannKind Corporation has caused its corporate seal to be affixed and this certificate to be signed by David Thomson, its authorized officer, this 16th day of December, 2002.

MANNKIND CORPORATION

By

Title

David Thomson
 Secretary

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PATENT