

51246

05-27-2005

Atty. Dkt. No. 043739-0207

FORM PTO-1595 (modified)

(Rev 6-93)

RECORDAT
P/



103010529

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

Incyte Genomics, Inc.



Additional conveying party(ies)

YES

2. Name and address of receiving party(ies):

**Incyte Corporation
Experimental Station
Route 141 & Henry Clay Road, Building
E336/225,
Wilmington, Delaware 19880**

3. Nature of conveyance:

MERGER

Execution Date:

March 10, 2003

Additional name(s) & address(es) attached?

NO

4. Application number(s) or patent number(s):

If this is being filed together with a new application, the execution date of the application is:

A. Patent Application Number(s):

10/363,937

B. Patent Number(s):

Additional numbers attached? **NO**

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

**Michele M. Simkin
FOLEY & LARDNER LLP
Washington Harbour
3000 K Street, N.W., Suite 500
Washington, D.C. 20007-5143**

6. Total number of applications/patents involved: **1**

7. Total fee (37 C.F.R. § 3.41): **\$40.00**

☒ Check Enclosed

Charge to deposit account

8. Deposit account number: **19-0741**

DO NOT USE THIS SPACE

9. Statement and signature:

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. The Commissioner is hereby authorized to charge any additional recordation fees which may be required in this matter to the above-identified deposit account.

Michele M. Simkin

May 24, 2005

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **4**

05/26/2005 ECOOPER 00000236 10363937

01 FC:8021

40.00 DP

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INCYTE CORPORATION

INTO

INCYTE GENOMICS, INC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 03/11/2003
030161985 - 2259499

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

Incyte Genomics, Inc., 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 issued and outstanding shares of Incyte Corporation, a Delaware corporation (the "Incyte Corporation").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the twelfth day of December, 2002, determined to merge into itself Incyte Corporation on the conditions set forth in such resolutions:

RESOLVED, that the Corporation merge into itself, Incyte Corporation (the "Merger") and assume all of Incyte Corporation's liabilities and obligations and upon such merger becoming effective, each outstanding share of Common Stock of Incyte Corporation shall cease to be outstanding, without any payment being made in respect thereof;

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Corporation shall remain unchanged and continue to remain outstanding as one share of common stock of the Corporation, held by the person who was the holder of such share of common stock of the Corporation immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of Incyte Corporation shall be canceled and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that the Chief Executive Officer, the President, any Executive Vice President and the Secretary of the Corporation be, and each of them hereby is, directed to make, execute and acknowledge, in the name of the Corporation, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and

things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger, and it is further

RESOLVED, that upon the filing of the Certificate of Ownership and Merger, Article I of the Restated Certificate of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"The name of the corporation is Incyte Corporation"

FOURTH: This Certificate of Ownership and Merger shall be effective at 12:01 a.m. on March 15, 2003.

IN WITNESS WHEREOF, Incyte Genomics, Inc. has caused this certificate to be signed by its respective authorized officer on this 15 day of March, 2003.

INCYTE GENOMICS, INC.

By: 
E. Lee Bendakgey
Corporate Secretary