

05-31-2005



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FORM PTO-1595
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Cyclis Pharmaceuticals, Inc.

2. Name and address of receiving party(ies)

Name: ArQule, Inc.

Internal Address: 19 Presidential Way
Woburn, MA 01801

Street Address: Same as above

Additional name(s) of conveying party(ies) attached?

Yes No

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Dates: September 5, 2003

OPR/FINANCE
MAY 25 10:07:31

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):

09/975,776 filed October 10, 2001

B. Patent No(s):

Additional numbers attached? Yes No

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

Name: Ivor R. Elrifi
Address: MINTZ, LEVIN, COHN, FERRIS
GLOVSKY and POPEO, P.C.
One Financial Center
Boston, MA 02111

6. Total number of applications and patents involved: [1]

7. Total fee (37 CFR 3.41) \$40.00
 Enclosed
 The Commissioner is authorized to charge Deposit Account
No: 50-0311, Reference No. 22596-531.

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.

Matthew Pavao, Reg. No. 50,572

May 25, 2005

Signature

Total number of pages including cover sheet, attachments, and document: [5]

Mail documents to be recorded with required cover sheet information to:

MAIL STOP Assignment
Commissioner for Patents
PO Box 1450
Alexandria, VA 22313-1450

05/27/2005 DBYRNE 00000055 09975776

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TRA 2039009v1

EV.464272563 US

DATE OF DEPOSIT 5-25-05

Delaware

PAGE 1

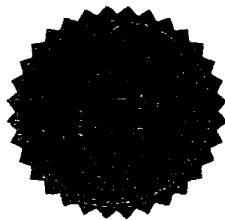
The First State

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 MERGER, WHICH MERGES:

"CYCLIS PHARMACEUTICALS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ARQULE, INC." UNDER THE NAME OF "ARQULE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF SEPTEMBER, A.D. 2003, AT 4:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTH DAY OF SEPTEMBER, A.D. 2003, AT 12:01 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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030575441

AUTHENTICATION: 2618782

DATE: 09-05-03

PATENT

REEL: 016597 FRAME: 0075

CERTIFICATE OF MERGER

OF

CYCLIS PHARMACEUTICALS, INC.
(a Delaware corporation)

INTO

ARQULE, INC.
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger (the "Merger") are as follows:

NAME	STATE OF INCORPORATION
ArQule, Inc.	Delaware
Cyclis Pharmaccuticals, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of July 16, 2003 ("Merger Agreement") between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation in the Merger is ArQule, Inc., a Delaware corporation.

FOURTH: That at the effective time of the Merger, the Amended and Restated Certificate of Incorporation of ArQule, Inc., shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of ArQule, Inc., the surviving corporation, the address of which is 19 Presidential Way, Woburn, Massachusetts 01801-5140.

SIXTH: That an executed copy of the Merger Agreement will be furnished by ArQule, Inc., the surviving corporation, on request and without cost, to any stockholder of the aforesaid constituent corporations.

SEVENTH: That the Merger shall be effective at 12:01 a.m. on September 8, 2003.

IN WITNESS WHEREOF, for purposes of effectuating the Merger of the constituent corporation, this Certificate of Merger has been duly executed by the undersigned as of September 5, 2003, and is being filed in accordance with Section 251 of the General Corporation Law of the State of Delaware.

ArQule, Inc.

By: /s/ Stephen A. Hill

Name: Stephen A. Hill

Title: President and CEO