

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/06/1998

**CONVEYING PARTY DATA**

Name	Execution Date
AVAM International, Ltd.	10/06/1998

**RECEIVING PARTY DATA**

Name:	Novelos Therapeutics, Inc.
Street Address:	300 Washington Street
Internal Address:	One Gateway Center, Suite 504
City:	Newton
State/Country:	MASSACHUSETTS
Postal Code:	02458

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Application Number:	08733886

**CORRESPONDENCE DATA**

Fax Number: (617)646-8646  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (617) 646-8214  
 Email: tchen@wolfgreenfield.com  
 Correspondent Name: Tani Chen  
 Address Line 1: 600 Atlantic Avenue  
 Address Line 4: Boston, MASSACHUSETTS 02210

ATTORNEY DOCKET NUMBER:	P0633.70000US00
NAME OF SUBMITTER:	Tani Chen

Total Attachments: 4  
 source=Merger Documents#page1.tif

**CH \$40.00 08733886**

source=Merger Documents#page2.tif  
source=Merger Documents#page3.tif  
source=Merger Documents#page4.tif

*State of Delaware*  
*Office of the Secretary of State*

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AVAM INTERNATIONAL, LTD.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "NOVELOS THERAPEUTICS, INC.", THE SIXTH DAY OF OCTOBER, A.D. 1998, AT 2:35 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

*Edward J. Freel, Secretary of State*

2637073 8320

981387893

AUTHENTICATION: 9342178

DATE: 10-07-98

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, 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:

"NOVELOS THERAPEUTICS, INC.", A DELAWARE CORPORATION, WITH AND INTO "AVAM INTERNATIONAL, LTD." UNDER THE NAME OF "NOVELOS THERAPEUTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 1998, AT 2:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2637073 8100M

981386749

AUTHENTICATION: 9342119

DATE: 10-07-98

CERTIFICATE OF MERGER

Pursuant to the provisions of Title 8, Chapter 1, Subchapter IX, Section 251 of the Delaware General Corporation Law (the "Law"), the undersigned certifies the merger of a domestic corporation into a second domestic corporation, in accordance with the following:

1. The name and jurisdiction of incorporation of each of the constituent corporations which are to merge are:

- (i) AVAM International, Ltd., a Delaware corporation
- (ii) Novelos Therapeutics, Inc., a Delaware corporation

2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations which are to merge in accordance with applicable law.

3. The surviving corporation shall be AVAM International, Ltd. and its name shall be changed to Novelos Therapeutics, Inc.

4. The Certificate of Incorporation of the surviving corporation shall be amended to read as follows:

FIRST The name of the Corporation is Novelos Therapeutics, Inc.

FOURTH The total number of shares of stock that the Corporation is authorized to issue is 40, 000 shares of Common Stock, par value \$.01 each.

5. The Agreement and Plan of Merger is on file at a place of business of the surviving corporation: 2 Newton Place, Newton, MA 02158.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, upon request and without cost, to any stockholder of any constituent corporation.

7. The effective date of the merger is the date of the filing of this Certificate of Merger.

Oct. 6, 1998 2:14PM HINCKLEY, ALLEN 29th 6173459020

No. 2714 P. 6

IN WITNESS WHEREOF, the undersigned hereby affirm, under the penalties of perjury, the facts stated herein are true as of this 6<sup>th</sup> day of October, 1998.

AVAM INTERNATIONAL, LTD.

By: Alex P.

Title: Treasurer  
ALEX PESELMAN

NOVELOS THERAPEUTICS, INC.

By: Simyon

Title: President  
SIMYON PALMIN