

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004
CONVEYING PARTY DATA	
Name	Execution Date
RheoGene Holdings, Inc.	12/22/2004
RECEIVING PARTY DATA	
Name:	RheoGene, Inc. (DE Corporation)
Street Address:	2711 Centerville Road, Suite 400
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	7375093
CORRESPONDENCE DATA	
Fax Number:	(202)371-2540
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2023712600
Email:	resmond@skgf.com
Correspondent Name:	Sterne, Kessler, Goldstein & Fox P.L.L.C
Address Line 1:	1100 New York Avenue, NW
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005-3934
ATTORNEY DOCKET NUMBER:	2584.0000000
NAME OF SUBMITTER:	Robert W. Esmond
Total Attachments: 13 source=25840020001_merger_documents#page1.tif source=25840020001_merger_documents#page2.tif source=25840020001_merger_documents#page3.tif	

OP \$40.00 7375093

500634270

PATENT  
REEL: 021450 FRAME: 0926

source=25840020001\_merger\_documents#page4.tif  
source=25840020001\_merger\_documents#page5.tif  
source=25840020001\_merger\_documents#page6.tif  
source=25840020001\_merger\_documents#page7.tif  
source=25840020001\_merger\_documents#page8.tif  
source=25840020001\_merger\_documents#page9.tif  
source=25840020001\_merger\_documents#page10.tif  
source=25840020001\_merger\_documents#page11.tif  
source=25840020001\_merger\_documents#page12.tif  
source=25840020001\_merger\_documents#page13.tif

# Delaware

PAGE 1

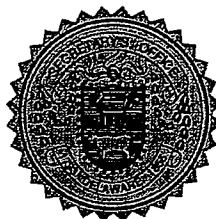
*The First State*

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:

"RHEOGENE, INC.", A PENNSYLVANIA CORPORATION,  
WITH AND INTO "RHEOGENE HOLDINGS, INC." UNDER THE NAME OF  
"RHEOGENE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE  
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2004, AT 1:43  
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

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



3688575 8100M

040940801

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3578226

DATE: 12-27-04

PATENT  
REEL: 021450 FRAME: 0928

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:50 PM 12/27/2004  
FILED 01:43 PM 12/27/2004  
SRV 040940801 - 3688575 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RHEOGENE, INC.

(a Pennsylvania corporation)

into

RHEOGENE HOLDINGS, INC.

(a Delaware corporation)

It is hereby certified that:

1. RheoGene Holdings, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of RheoGene, Inc., which is a business corporation of the Commonwealth of Pennsylvania.
3. The laws of the jurisdiction of organization of RheoGene, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges RheoGene, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on December 22, 2004 by the Board of Directors of the Corporation to merge the said RheoGene, Inc. into the Corporation:

RESOLVED, that RheoGene, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of RheoGene, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by RheoGene, Inc. in its name.

RESOLVED, that this Corporation assume all of the obligations of RheoGene, Inc.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the Commonwealth of Pennsylvania, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of RheoGene, Inc. and of this Corporation and in any other appropriate jurisdiction.

RESOLVED, that this Corporation shall change its name to RheoGene, Inc.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be upon filing, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be December 31, 2004 at 11:59 p.m.

Executed on December 22, 2004

RHEOGENE HOLDINGS, INC.

By /s/ Thomas C. Tillett  
Name: Thomas C. Tillett  
Title: President

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
206 NORTH OFFICE BUILDING  
P. O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.DOS.STATE.PA.US/CORPS

**RHEOGENE, INC.**

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT [WWW.DOS.STATE.PA.US/CORPS](http://WWW.DOS.STATE.PA.US/CORPS) OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND/OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : **3271609**

MICROFILM NUMBER : **2005004**

MICROFILM START - END : **962 - 965**

CSC  
COUNTER

**PATENT**  
**REEL: 021450 FRAME: 0931**

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
206 NORTH OFFICE BUILDING  
P. O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.DOS.STATE.PA.US/CORPS

**RHEOGENE HOLDINGS, INC.**

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT [WWW.DOS.STATE.PA.US/CORPS](http://WWW.DOS.STATE.PA.US/CORPS) OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : **3271609**

MICROFILM NUMBER : **2004121**

MICROFILM START - END : **016 - 017**

CSC NETWORKS  
COUNTER  
PA

**PATENT**  
**REEL: 021450 FRAME: 0932**

2004121 16  
**PENNSYLVANIA DEPARTMENT OF STATE  
 CORPORATION BUREAU**

**Application for Certificate of Authority**  
 (15 Pa.C.S.)

Entity Number

3271609.

- ☒ Foreign Business Corporation (§ 4124)  
☐ Foreign Nonprofit Corporation (§ 6124)

Name

Address

City

State

Zip Code

Document will be returned to the  
 name and address you enter to  
 the left.



Fee: \$250

Filed in the Department of State on DEC 27 2004

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:  
 RheoGene Holdings, Inc.

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.  
 The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:  
 The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: DE

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

1007 Orange St., Suite 1410, Wilmington DE 19801  
 Number and street City State Zip

PA. DEPT. OF STATE

34:4 PM 12 DEC 27 2004



DSCB:15-4124/6124-2

2004121-17

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
2650 Eisenhower Ave.	Norristown	PA	19403	Montgomery

(b) Name of Commercial Registered Office Provider  
c/o: \_\_\_\_\_ County \_\_\_\_\_

7. Check one of the following:

☒ **Business Corporation:** The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

☐ **Nonprofit Corporation:** The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this

22 day of Dec.

2004

RiboGene Holdings, Inc.

Name of Corporation

[Signature]

Signature

CEO

Title

PATENT

REEL: 021450 FRAME: 0934

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
206 NORTH OFFICE BUILDING  
P. O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.DOS.STATE.PA.US/CORPS

**RHEOGENE, INC.**

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT [WWW.DOS.STATE.PA.US/CORPS](http://WWW.DOS.STATE.PA.US/CORPS) OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : 3160000

MICROFILM NUMBER : 2005004

MICROFILM START - END : 962 - 965

XX  
XX

2005004-062

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**Articles/Certificate of Merger**

(15 Pa.C.S.)

Entity Number

3271609

- ☒ Domestic Business Corporation (§ 1926)  
☐ Domestic Nonprofit Corporation (§ 5926)  
☐ Limited Partnership (§ 8547)

Name

Address

City

State

Zip Code

Document will be returned to the  
name and address you enter to  
the left.

←

Fee: \$150 plus \$40 additional for each  
Party in additional to two

Filed in the Department of State on DEC 27 2004

*Debra A. Canty*  
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:

RHEOGENE HOLDINGS, INC.

2. Check and complete one of the following:

☐ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street                      City                      State                      Zip                      County

(b) Name of Commercial Registered Office Provider

County

c/o

☒ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of Delaware and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street                      City                      State                      Zip                      County  
2650 Eisenhower Ave.                      Norristown                      PA                      19403                      Montgomery

(b) Name of Commercial Registered Office Provider

County

c/o

☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street                      City                      State                      Zip

2004 DEC 27 PM 4:43

2005004-963

DSCB:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
RheoGene, Inc.,	2650 Eisenhower Ave., Norristown, PA 19403		Montgomery

4. Check, and if appropriate complete, one of the following:

☐ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

☒ The plan of merger shall be effective on: 12/31/04 at 11:59 p.m.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
RheoGene, Inc.	Adopted by action of the Board of the parent corporation
	pursuant to 15 Pa.C.S. §1924 (b) (3).

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~

The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County
-------------------	------	-------	-----	--------

DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned  
corporation/limited partnership has caused these  
Articles/Certificate of Merger to be signed by a duly  
authorized officer thereof this

22nd day of December

2004

RHEOGENE HOLDINGS, INC.

Name of Corporation/Limited Partnership

[Signature]  
Signature

CEO

Title

Name of Corporation/Limited Partnership

Signature

Title

2005004-965

EXHIBIT A

PLAN OF MERGER

- (a) RheoGene, Inc., a Pennsylvania corporation ("RheoGene-PA"), shall be merged with and into its parent company, RheoGene Holdings, Inc., a Delaware corporation and the surviving corporation ("RHI"), pursuant to the Pennsylvania Business Corporation Law and the General Corporation Law of the State of Delaware, thereby transferring to RHI all of the assets of RheoGene-PA, subject, however, to all of its liabilities, in complete liquidation of all RheoGene-PA's outstanding shares of capital stock.
- (b) The issued and outstanding shares of capital stock of RheoGene-PA shall not be converted or exchanged but shall be surrendered and canceled, and no shares of capital stock of RHI shall be issued in exchange therefor. The issued and outstanding shares of RHI shall not be changed as a result of the merger.
- (c) The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of RHI prior to the merger except that the name of the surviving corporation shall be changed to RheoGene, Inc.
- (d) The surviving corporation shall be governed by the laws of the State of Delaware.
- (e) This Plan of Merger may be terminated by the Board of Directors of RheoGene-PA or RHI at any time prior to the necessary filings with the Pennsylvania and Delaware Departments of State.
- (f) The merger shall become effective at 11:59 p.m. on December 31, 2004.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:47 PM 01/06/2005  
FILED 03:24 PM 01/06/2005  
SRV 050013095 - 3688575 FILE

**STATE OF DELAWARE  
CERTIFICATE OF CHANGE  
OF REGISTERED AGENT AND/OR  
REGISTERED OFFICE**

The Board of Directors of RheoGene, Inc.  
a Delaware Corporation, on this 6th day of  
January, A.D. 2005, do hereby resolve and order that the  
location of the Registered Office of this Corporation within this State be, and the  
same hereby is 2711 Centerville Road, Suite 400  
Street, in the City of Wilmington, DE  
County of New Castle Zip Code 19808

The name of the Registered Agent therein and in charge thereof upon whom  
process against this Corporation may be served, is Corporation Service Company

The Corporation does hereby certify that the foregoing is a true copy of a  
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be  
signed by an authorized officer, the 6th day of January,  
A.D., 2005.

By: /s/ Thomas C. Tillett  
Authorized Officer

Name: Thomas C. Tillett  
Print or Type

Title: President