

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/03/2007
CONVEYING PARTY DATA	
Name	Execution Date
Hypnion, Inc.	04/03/2007
RECEIVING PARTY DATA	
Name:	Hypnion, Inc.
Street Address:	Eli Lilly and Company
Internal Address:	Lilly Corporate Center
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46285
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11232565
CORRESPONDENCE DATA	
Fax Number:	(317)276-3861
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	patents@lilly.com
Correspondent Name:	Eli Lilly and Company
Address Line 1:	P. O. Box 6288
Address Line 2:	Patent Division
Address Line 4:	Indianapolis, INDIANA 46206-6288
ATTORNEY DOCKET NUMBER:	X17626 (20712-513)
NAME OF SUBMITTER:	Linda M. Durbin
Total Attachments: 8 source=HYPNION MERGER DOCS#page1.tif	

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CERTIFICATE OF MERGER

**OF
CUB MERGER SUB, INC.
WITH AND INTO
HYPNION, INC.**

Pursuant to Section 251 of the
General Corporation Law of the State of Delaware

It is hereby certified that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger (the "Constituent Corporations") are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Cub Merger Sub, Inc.	Delaware
Hypnion, Inc.	Delaware

SECOND: An Agreement and Plan of Merger by and among Eli Lilly and Company ("Parent"), Cub Merger Sub, Inc. ("Merger Sub"), Hypnion, Inc. (the "Corporation") and the Representative (as defined in the Merger Agreement), dated as of February 28, 2007, as amended by that Amendment to Agreement and Plan of Merger by and among Parent, Merger Sub, the Corporation and the Representative, dated as of April 2, 2007 (as amended, the "Merger Agreement"), to effect the merger of Merger Sub with and into the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: The name of the surviving Delaware corporation in the Merger is Hypnion, Inc. (the "Surviving Corporation").

FOURTH: The Amended and Restated Certificate of Incorporation, as amended, of the Surviving Corporation shall be its Certificate of Incorporation.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation. The address of such office of the Surviving Corporation is Eli Lilly and Company, Lilly Corporate Center, Indianapolis, Indiana 46285, Attention: General Counsel.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: The Merger will become effective immediately upon the filing of this Certificate of Merger in accordance with the provisions of Section 103(d) of the DGCL.

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IN WITNESS WHEREOF, this Certificate of Merger has been executed on
this 3rd day of April, 2007.

CUB MERGER SUB, INC.

By: G. William Miller
Name: G. William Miller
Title: Secretary

HYPNION, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, this Certificate of Merger has been executed on
this 3rd day of April, 2007.

CUB MERGER SUB, INC.

By: _____
Name: _____
Title: _____

HYPNION, INC.

By: John F. Dee
Name: JOHN F. DEE
Title: PRESIDENT & CEO

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STATE OF DELAWARE

CORRECTED CERTIFICATE OF MERGER

Hypnion, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name of the corporation is Hypnion, Inc.

SECOND: That a Certificate of Merger was filed with the Secretary of State of the State of Delaware on April 3, 2007 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

THIRD: The inaccuracy or defect of said Certificate is that it failed to reflect the proper amendments to the Restated Certificate of Incorporation of said corporation to be effective upon effectiveness of the merger, as required by the Agreement and Plan of Merger, dated as of February 28, 2007, by and among said corporation, Eli Lilly and Company, Cub Merger Sub, Inc. and the Representative, as amended.

FOURTH: The Corrected Certificate of Merger (including Exhibit A thereto) is attached hereto in its entirety.

IN WITNESS WHEREOF, said corporation has caused this Corrected Certificate to be executed this 29th day of February, 2008.

HYPNION, INC.

By: /s/ James B. Lootens
James B. Lootens
Secretary

CERTIFICATE OF MERGER

OF

CUB MERGER SUB, INC.

WITH AND INTO

HYPNION, INC.

**Pursuant to Section 251 of the
General Corporation Law of the State of Delaware**

It is hereby certified that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger (the "Constituent Corporations") are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Cub Merger Sub, Inc.	Delaware
Hypnion, Inc.	Delaware

SECOND: An agreement and Plan of Merger by and among Eli Lilly and Company ("Parent"), Cub Merger Sub, Inc. ("Merger Sub"), Hypnion, Inc. (the "Corporation") and the Representative (as defined in the Merger Agreement), dated as of February 28, 2007, as amended by that Amendment to Agreement and plan of Merger by and among Parent, Merger Sub, the Corporation and the Representative, dated as of April 2, 2007 (as amended, the "Merger Agreement"), to effect the merger of Merger Sub with and into the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: The name of the surviving Delaware corporation in the Merger is Hypnion, Inc. (the "Surviving Corporation").

FOURTH: The Restated Certificate of Incorporation, as amended, of the Surviving Corporation is hereby amended and restated in its entirety to read as set forth on Exhibit A hereto.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation. The address of such office of the Surviving Corporation is Eli Lilly and Company, Lilly Corporate Center, Indianapolis, Indiana 46285, Attention: General Counsel.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: The Merger will become effective immediately upon the filing of this Certificate of Merger in accordance with the provisions of Section 103(d) of the DGCL.

RESTATED CERTIFICATE OF INCORPORATION
OF
HYPNION, INC.

1. The name of the Corporation is Hypnion, Inc.
2. The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the DGCL.
4. The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of common stock, \$0.01 par value per share ("Common Stock"). Shares of Common Stock may be issued from time to time as the Board of Directors of the Corporation (the "Board") shall determine and on such terms and for such consideration as shall be fixed by the Board. The amount of the authorized Common Stock may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote.
5. Elections of directors need not be by written ballot unless required by the Bylaws of the Corporation (the "Bylaws"). Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the outstanding stock of the Corporation entitled to vote, given in accordance with DGCL Section 228.
6. In furtherance and not in limitation of the powers conferred upon the Board by law, the Board shall have the power to make, adopt, alter, amend and repeal from time to time the Bylaws subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal Bylaws made by the Board.
7. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of DGCL Section 102, as the same may be amended and supplemented from time to time. Any repeal or modification of this Section 8 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.
8. The Corporation shall, to the fullest extent permitted by the provisions of DGCL Section 145, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have the power to indemnify under said section from and against

any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.