

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

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|-----------------------------|-----------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | |
| NATURE OF CONVEYANCE: | MERGER | |
| EFFECTIVE DATE: | 01/28/2009 | |
| CONVEYING PARTY DATA | | |
| Name | | Execution Date |
| Sapphire Therapeutics, Inc. | | 01/28/2009 |
| RECEIVING PARTY DATA | | |
| Name: | Helsinn Therapeutics (U.S.), Inc. | |
| Street Address: | 1160 US Highway 22, Suite 104 | |
| City: | Bridgewater | |
| State/Country: | NEW JERSEY | |
| Postal Code: | 08807 | |
| PROPERTY NUMBERS Total: 15 | | |
| Property Type | Number | |
| Application Number: | 11165598 | |
| PCT Number: | US0522408 | |
| Application Number: | 11234552 | |
| Application Number: | 11234941 | |
| PCT Number: | US0510927 | |
| Application Number: | 11094339 | |
| Application Number: | 12317069 | |
| PCT Number: | US0801748 | |
| Application Number: | 12069533 | |
| PCT Number: | US0828851 | |
| Application Number: | 11203639 | |
| Application Number: | 12082411 | |
| PCT Number: | US0804640 | |
| Application Number: | 12313956 | |

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PATENT

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REEL: 022432 FRAME: 0100

PCT Number:

US0813156

CORRESPONDENCE DATA

Fax Number: (404)873-8513

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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ATTORNEY DOCKET NUMBER:

25245.1

NAME OF SUBMITTER:

Clark G. Sullivan

Total Attachments: 7

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"HELSINN THERAPEUTICS (U.S.), INC.", A DELAWARE CORPORATION, WITH AND INTO "SAPPHIRE THERAPEUTICS, INC." UNDER THE NAME OF "HELSINN THERAPEUTICS (U.S.), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2009, AT 10:41 O'CLOCK A.M.


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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7104106

DATE: 01-28-09

PATENT
REEL: 022432 FRAME: 0102

**CERTIFICATE OF MERGER
MERGING
HELSINN THERAPEUTICS (U.S.), INC.
(a Delaware corporation)
WITH AND INTO
SAPPHIRE THERAPEUTICS, INC.
(a Delaware corporation)**

January 28, 2009

Pursuant to Section 251 of the
Delaware General Corporation Law

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation, Sapphire Therapeutics, Inc., a Delaware corporation ("Sapphire"), does hereby certify the following information relating to the merger (the "Merger") of Helsinn Therapeutics (U.S.), Inc., a Delaware corporation ("Merger Sub"), with and into Sapphire.

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|-----------------------------------|-------------------------------|
| Sapphire Therapeutics, Inc. | Delaware |
| Helsinn Therapeutics (U.S.), Inc. | Delaware |

SECOND: An Agreement and Plan of Merger, dated as of December 18, 2008 (the "Merger Agreement"), among Sapphire, ELUS Holdings Corporation, Merger Sub, and Dr. Lutz B. Giebel as Stockholders' Representative, has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the surviving corporation of the Merger is "Sapphire Therapeutics, Inc." (the "Surviving Corporation").

FOURTH: The Amended and Restated Certificate of Incorporation of Sapphire Therapeutics, Inc., as amended, in effect immediately prior to the effective time of the Merger, shall be amended and restated in its entirety in the form of **Exhibit A**, and, as so amended and restated, such certificate of incorporation shall be the certificate of incorporation of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

FIFTH: The Merger shall be effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The fully executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is 1160 U.S. Highway 22, Suite 104, Bridgewater, New Jersey 08807.

SEVENTH: A copy of the fully executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger on the date first written above.

SAPPHIRE THERAPEUTICS, INC.

By: 
Name: William Polvino
Title: President and Chief Executive Officer

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HELSINN THERAPEUTICS (U.S.), INC.**

Article 1. NAME

The name of this corporation is Helsinn Therapeutics (U.S.), Inc. (the “Corporation”).

Article 2. REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware in the County of New Castle. The registered agent of the Corporation at such address shall be The Corporation Trust Company.

Article 3. PURPOSE AND POWERS

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “Delaware General Corporation Law”). The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

Article 4. CAPITAL STOCK

4.1. Authorized Shares

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is 1,000, all of one class, having a par value of \$.01 per share, all of which such shares shall be Common Stock.

4.2. Common Stock

4.2.1. Dividends

Whenever there shall have been paid, or declared and set aside for payment, to the holders of shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then dividends may be paid on the Common Stock and on any class or series of stock entitled to participate therewith as to dividends, out of any assets legally available for the payment of dividends thereon, but only when and as declared by the Board of Directors of the Corporation.

4.2.2. Dissolution, Liquidation, Winding Up

In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock, and holders of any class or series of stock entitled to participate therewith, in whole or in part, as to the distribution of assets in such event, shall become entitled to participate in the distribution of any assets of the Corporation

remaining after the Corporation shall have paid, or provided for payment of, all debts and liabilities of the Corporation and after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation or winding up the full preferential amounts (if any) to which they are entitled.

4.2.3. Voting Rights

Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share and without regard to class, together with the holders of all other classes of stock entitled to attend such meetings and to vote (except any class or series of stock having special voting rights), to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders.

Article 5. BOARD OF DIRECTORS

5.1. Number; Election

The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the bylaws of the Corporation. Unless and except to the extent that the bylaws of the Corporation shall otherwise require, the election of directors of the Corporation need not be by written ballot. Except as otherwise provided in this Certificate of Incorporation, each director of the Corporation shall be entitled to one vote per director on all matters voted or acted upon by the Board of Directors.

5.2. Management of Business and Affairs of the Corporation

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

5.3. Limitation of Liability

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article 5.3 shall be prospective only and shall not adversely affect any right or protection of, or any limitation of the liability of, a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

Article 6. AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation.

**Article 7. RESERVATION OF RIGHT TO AMEND CERTIFICATE OF
INCORPORATION**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of any nature conferred upon stockholders, directors, or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article 7.