

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/06/2008
CONVEYING PARTY DATA	
Name	Execution Date
CellGate, Inc.	02/06/2008
RECEIVING PARTY DATA	
Name:	Progen Pharmaceuticals, Inc.
Street Address:	3 Twin Dolphin Drive
Internal Address:	Suite 100
City:	Redwood City
State/Country:	CALIFORNIA
Postal Code:	94065
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6730293
CORRESPONDENCE DATA	
Fax Number:	(650)494-0792
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	650 813-5715
Email:	drovetti@mofo.com
Correspondent Name:	Robert K. Cerpa
Address Line 1:	Morrison & Foerster LLP
Address Line 2:	755 Page Mill Road
Address Line 4:	Palo Alto, CALIFORNIA 94304-1018
ATTORNEY DOCKET NUMBER:	578562001800
NAME OF SUBMITTER:	Robert K. Cerpa
Total Attachments: 3	

CH \$40.00 6730293

500968092

PATENT
REEL: 023254 FRAME: 0795

source=ProgenMerger#page1.tif
source=ProgenMerger#page2.tif
source=ProgenMerger#page3.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 MERGER, WHICH MERGES:

"PROGEN PHARMACEUTICALS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CELLGATE, INC." UNDER THE NAME OF "PROGEN PHARMACEUTICALS, 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 FEBRUARY, A.D. 2008, AT 9:09 O'CLOCK P.M.

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



2913218 8100M

080128332

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6368473

DATE: 02-07-08

CERTIFICATE OF MERGER
OF
PROGEN PHARMACEUTICALS, INC.
(a Delaware corporation)

WITH AND INTO

CELLGATE, INC.
(a Delaware corporation)

UNDER SECTIONS 228 AND 251 OF THE GENERAL
CORPORATION LAW OF THE STATE
OF DELAWARE

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 name and state of incorporation of each of the constituent
corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
CellGate, Inc.	Delaware
Progen Pharmaceuticals, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of February 3, 2008,
between the parties to 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 and by the requisite vote of
stockholders pursuant to Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the Certificate of Incorporation of CellGate, Inc. shall be amended
and restated in the form attached hereto as Exhibit A.

FOURTH: That the name of the surviving corporation of the merger will be
CellGate, Inc., which shall herewithin be changed to Progen Pharmaceuticals, Inc.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of
the surviving corporation, the address of which is 3 Twin Dolphin Drive, Suite 100, Redwood
City, California 94065.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by
the surviving corporation, on request and without cost, to any stockholder of any constituent
corporation.

NY 238647610v3 2/6/2008

SEVENTH: That this Certificate of Merger shall be effective on the date hereof.

Dated: February 6, 2008

CellGate, Inc.

By: Laurence J. Marton
Name: LAURENCE J. MARTON
Title: CSO/ Acting President