

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:	7169814

CORRESPONDENCE DATA

Fax Number: (650)494-0792
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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:	578562002400
NAME OF SUBMITTER:	Robert K. Cerpa

Total Attachments: 3

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**PATENT
 REEL: 023254 FRAME: 0800**

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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.



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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

PATENT
REEL: 023254 FRAME: 0802

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.

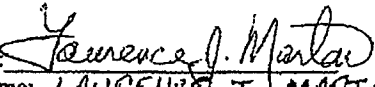
SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by
the surviving corporation, on request and without cost, to any stockholder of any constituent
corporation.

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

Dated: February 6, 2008

CellGate, Inc.

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