

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/14/2009
CONVEYING PARTY DATA	
Name	Execution Date
Cell Genesys, Inc.	10/14/2009
RECEIVING PARTY DATA	
Name:	BIOSANTE PHARMACEUTICALS, INC.
Street Address:	111 BARCLAY BLVD.
City:	LINCOLNSHIRE
State/Country:	ILLINOIS
Postal Code:	60069
PROPERTY NUMBERS Total: 20	
Property Type	Number
Application Number:	60833874
Application Number:	11881808
Application Number:	60904688
PCT Number:	US0717004
Application Number:	60920674
PCT Number:	US0804016
PCT Number:	US0813948
Application Number:	61008847
PCT Number:	US0808925
Application Number:	60961743
Application Number:	12178122
PCT Number:	US0810335
Application Number:	60967105
Application Number:	12201905

501013960

PATENT
REEL: 023509 FRAME: 0320

CH \$800.00 60833874

PCT Number:	US0802788
Application Number:	60978029
Application Number:	12041369
PCT Number:	US0904865
Application Number:	61092676
Application Number:	12546399

CORRESPONDENCE DATA

Fax Number: (212)755-7306

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

Phone: 650.739.3943

Email: cdcarter@jonesday.com

Correspondent Name: Jones Day

Address Line 1: 222 E. 41st Street

Address Line 2: David C. Pauling

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	594552-600001
-------------------------	---------------

NAME OF SUBMITTER:	David C. Pauling
--------------------	------------------

Total Attachments: 4

source=Biosante merger certificate#page1.tif

source=Biosante merger certificate#page2.tif

source=Biosante merger certificate#page3.tif

source=Biosante merger certificate#page4.tif

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:

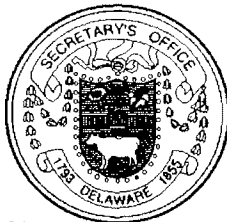
"CELL GENESYS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BIOSANTE PHARMACEUTICALS, INC." UNDER THE NAME OF "BIOSANTE PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF OCTOBER, A.D. 2009, AT 12:55 O'CLOCK P.M.

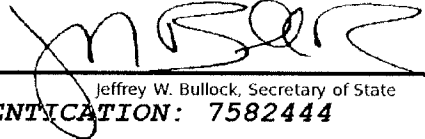
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3379943 8100M

090934261

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7582444

DATE: 10-14-09

PATENT
REEL: 023509 FRAME: 0322

CERTIFICATE OF MERGER
OF
CELL GENESYS, INC.
(a Delaware corporation)
WITH AND INTO
BIOSANTE PHARMACEUTICALS, INC.
(a Delaware corporation)

Pursuant to §251 of the Delaware General Corporation Law ("DGCL"), the undersigned, Stephen A. Sherwin, M.D., the Chief Executive Officer of Cell Genesys, Inc., a Delaware corporation, and Stephen M. Simes, the Vice Chairman, President and Chief Executive Officer of BioSante Pharmaceuticals, Inc., a Delaware corporation, hereby certify as follows relating to the merger of Cell Genesys, Inc. with and into BioSante Pharmaceuticals, Inc. (the "Merger"):

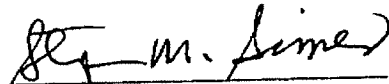
1. The constituent corporations participating in the Merger are Cell Genesys, Inc. and BioSante Pharmaceuticals, Inc. (collectively, the "Constituent Corporations"). Each of the Constituent Corporations is a corporation incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger dated as of June 29, 2009 between BioSante Pharmaceuticals, Inc. and Cell Genesys, Inc. (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations, their respective boards of directors and stockholders in accordance with the provisions of §251 of the DGCL.
3. The name of the surviving corporation (the "Surviving Corporation") is BioSante Pharmaceuticals, Inc.
4. The Amended and Restated Certificate of Incorporation of BioSante Pharmaceuticals, Inc. as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the Surviving Corporation.
5. The executed Merger Agreement is on file at the offices of the Surviving Corporation, the address of which is 111 Barclay Boulevard, Lincolnshire, Illinois 60069.
6. A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.
7. The merger shall become effective upon the filing of this Certificate of Merger with the State of Delaware.

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:55 PM 10/14/2009
FILED 12:55 PM 10/14/2009
SRV 090934261 - 3379943 FILE

IN WITNESS WHEREOF, Cell Genesys, Inc. and BioSante Pharmaceuticals, Inc. have on this 14th day of October 2009, caused this Certificate of Merger to be executed by its officers thereunto duly authorized.

BIOSANTE PHARMACEUTICALS,
INC.

CELL GENESYS, INC.

By: 
Name: Stephen M. Simes
Title: Vice Chairman, President and
Chief Executive Officer

By: _____
Name: Stephen A. Sherwin, M.D.
Title: Chief Executive Officer

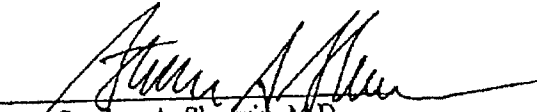
2740325.02
15071.29

IN WITNESS WHEREOF, Cell Genesys, Inc. and BioSante Pharmaceuticals, Inc. have on this 14th day of October 2009, caused this Certificate of Merger to be executed by its officers thereunto duly authorized.

BIOSANTE PHARMACEUTICALS,
INC.

CELL GENESYS, INC.

By: _____
Name: Stephen M. Simes
Title: Vice Chairman, President and
Chief Executive Officer

By: 
Name: Stephen A. Sherwin, M.D.
Title: Chief Executive Officer

2740325.02
15071.29