

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/21/2007
CONVEYING PARTY DATA	
Name	Execution Date
Adnexus Therapeutics, Inc.	10/19/2007
RECEIVING PARTY DATA	
Name:	Adnexus, a BMS R&D Company
Street Address:	Rt. 206 & Province Line Road
City:	Princeton
State/Country:	NEW JERSEY
Postal Code:	08543-4000
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12788240
CORRESPONDENCE DATA	
Fax Number:	(617)235-9492
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	617-951-7000
Email:	ginny.blundell@ropesgray.com
Correspondent Name:	Ropes & Gray LLP
Address Line 1:	Prudential Tower
Address Line 2:	800 Boylston Street
Address Line 4:	Boston, MASSACHUSETTS 02199-3600
ATTORNEY DOCKET NUMBER:	COTH-P14-003
NAME OF SUBMITTER:	Ginny Blundell
Total Attachments: 4 source=Merger_Assignment#page1.tif source=Merger_Assignment#page2.tif	

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CERTIFICATE OF MERGER OF
ACCELERATION ACQUISITION SUB, INC.
WITH AND INTO
ADNEXUS THERAPEUTICS, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Adnexus Therapeutics, Inc., a Delaware corporation ("Adnexus"), hereby certifies the following information relating to the merger of Acceleration Acquisition Sub, Inc., a Delaware corporation ("Acceleration"), with and into Adnexus (the "Merger").

FIRST: The name and state of incorporation of each of the constituent corporations that is a party to the Merger (the "Constituent Corporations"), are as follows:

<u>Name</u>	<u>State</u>
Adnexus Therapeutics, Inc.	Delaware
Acceleration Acquisition Sub, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of September 21, 2007 (the "Merger Agreement"), by and among Adnexus, Acceleration and Bristol-Myers Squibb Company, a Delaware corporation, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the corporation surviving the Merger shall be amended from ADNEXUS THERAPEUTICS, INC. to ADNEXUS, A BMS R&D COMPANY (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated at the Effective Time (as defined below) as set forth in Exhibit A attached hereto.

FIFTH: A copy of the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 100 Beaver Street, Waltham, MA 02453.

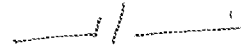
SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective (the "Effective Time") upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on the 19th day of October 2007.

ADNEXUS THERAPEUTICS, INC.,

by



Name: JOHN MENDLEIN

Title: CEO & PRESIDENT

CERTIFICATE OF INCORPORATION

OF

ADNEXUS, A BMS R&D COMPANY

FIRST: The name of the corporation (hereinafter called the "Corporation") is ADNEXUS, A BMS R&D COMPANY.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware. The name of the registered agent at such address is The Corporation Trust Company.

THIRD: 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.

FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000 shares of Common Stock having the par value of \$0.01 per share.

FIFTH: The number of directors of the Corporation shall be fixed from time to time by the Board of Directors of the Corporation.

SIXTH: In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

SEVENTH: Unless and except to the extent that the Bylaws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

EIGHTH: To the fullest extent from time to time permitted by law, no director of the Corporation shall be personally liable to any extent to the Corporation or its stockholders for monetary damages for breach of his fiduciary duty as a director.

NINTH: Each Person who is or was or had agreed to become a director or officer of the Corporation, and each such Person who is or was serving or who had agreed to serve at the request of the Corporation as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including the heirs, executor, administrators or estate of such Person), shall be indemnified by the Corporation to the fullest extent permitted from time to time by applicable law, which indemnification shall not be deemed exclusive of any other rights to which such Person may be entitled under the Bylaws of the

Corporation or any agreement, vote of stockholders or disinterested directors or otherwise. Any repeal or modification of this Article NINTH shall not adversely affect any right to indemnification of any Persons existing at the time of such repeal or modification with respect to any matter occurring prior to such repeal or modification.