


Client Code: CYTHERA.055CP1

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>CYTHERA, INC.</p> <p>Additional name(s) of conveying party(ies) attached?</p> <p>() Yes (X) No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: VIACYTE, INC.</p> <p>Internal Address:</p> <p>Street Address: 3550 General Atomics Court</p> <p>City: San Diego State: CA</p> <p>ZIP: 92121</p> <p>Additional name(s) of receiving party(ies) attached?</p> <p>() Yes (X) No</p>
<p>3. Nature of conveyance:</p> <p>() Assignment () Security Agreement</p> <p>(X) Merger () Change of Name</p> <p>() Other:</p> <p>Execution Date: (List as in section 1 if multiple signatures)</p> <p>June 30, 2010</p>	<p>4. US or PCT Application number(s) or US Patent number(s):</p> <p>(X) Patent No.: 7,695,965</p> <p>Issue Date: April 13, 2010</p> <p>Additional numbers attached?</p> <p>() Yes (X) No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>Customer No. 20,995</p> <p>Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14th Floor Irvine, CA 92614</p> <p>Return Fax: (949) 760-9502</p> <p>Attorney's Docket No.: CYTHERA.055CP1</p>	<p>6. Total number of applications and patents involved: 1</p>
<p>7. Total fee (37 CFR 1.21(h)): \$40</p> <p>(X) Authorized to be charged to deposit account</p>	<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>
<p>9. Statement and signature.</p> <p>To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.</p> <p><u>Ali S. Razai</u> Name of Person Signing</p> <p>60,771 Registration No.</p> <p> Signature</p> <p><u>5/9/2011</u> Date</p> <p>Total number of pages including cover sheet, attachments and document: 5</p>	

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PATENT
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Delaware

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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 OWNERSHIP, WHICH MERGES:

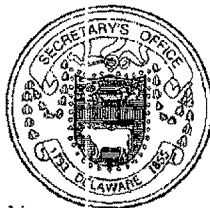
"VIACYTE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CYTHERA, INC." UNDER THE NAME OF "VIACYTE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2010, AT 8:57 O'CLOCK P.M.


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

3141380 8100M

100707534

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8091705

DATE: 07-01-10

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PATENT
REEL: 026256 FRAME: 0623

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:57 PM 06/30/2010
FILED 08:57 PM 06/30/2010
SRV 100707534 - 3141380 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

VIACYTE, INC.
(a Delaware corporation)

WITH AND INTO

CYTHERA, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the Delaware
General Corporation Law)

ViaCyte, Inc., a Delaware corporation (the "*Corporation*"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "*DGCL*"), does hereby certify that:

FIRST: The Corporation was organized pursuant to the provisions of the DGCL, on the 17th day of June, 2004.

SECOND: The Corporation owns 100% of the outstanding shares of each class of the capital stock of CyThera, Inc., a corporation organized pursuant to the provisions of the DGCL on the 14th day of December, 1999 (the "*Subsidiary*").

THIRD: The Corporation, by the following resolutions of its Board of Directors (the "*Board*") duly adopted by the Board on May 21, 2010, determined to merge itself with and into the Subsidiary on the conditions set forth in such resolutions:

WHEREAS, ViaCyte, Inc. (the "*Company*") is the legal and beneficial owner of all of the outstanding shares of capital stock of CyThera, Inc., a Delaware corporation (the "*CyThera*"); and

WHEREAS, the Board considers it to be in the best interests of the Company to merge with and into CyThera pursuant to Section 253 of the Delaware General Corporation Law (the "*Merger*").

RESOLVED, that subject to the requisite stockholder approval, the Board hereby approves the Merger pursuant to which CyThera shall be the surviving corporation in the Merger and shall assume all of the liabilities and obligations of the Company; *

RESOLVED FURTHER, that upon the effectiveness of the Merger, (i) each outstanding share of capital stock of CyThera shall cease to be outstanding, without any payment being made in respect thereof, (ii) each outstanding share of Common Stock of the Company will be converted into one share of Common

Stock of CyThera, (iii) each outstanding share of Series A Preferred Stock of the Company will be converted into one share of Series A Preferred Stock of CyThera, (iv) each outstanding share of Series B Preferred Stock of the Company will be converted into one share of Series B Preferred Stock of CyThera, (v) each outstanding share of Series C Preferred Stock of the Company will be converted into one share of Series C Preferred Stock of CyThera, (vi) each outstanding warrant to purchase Common Stock, Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock of Company, if applicable, will be converted into a warrant to purchase the like number of shares of CyThera's Common Stock, Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable, and (vii) each outstanding option to purchase a share of Common Stock of the Company will be converted into an option to purchase one share of CyThera's Common Stock.

RESOLVED FURTHER, that the Merger shall become effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon effectiveness of the Merger the surviving corporation shall change its name to "ViaCyte, Inc."; *

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed, on behalf of the Company, to make, execute and acknowledge a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions and execute and deliver any and all such additional documents, instruments, agreements or certificates as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

FOURTH: This Certificate of Ownership and Merger was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the DGCL.

FIFTH: The corporation surviving the Merger is the Subsidiary, which will continue its existence as said surviving corporation under the name "VIACYTE, INC." upon the effective date of said Merger pursuant to the provisions of the DGCL. *

SIXTH: In connection with the Merger of the Corporation into the Subsidiary, the Certificate of Incorporation of the Subsidiary shall be amended and restated at the effective time of the Merger to read in its entirety as set forth on **EXHIBIT A** attached hereto.

SIXTH: This Certificate of Ownership and Merger shall be effective upon filing.

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IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed in its corporate name as of the 30th day of June, 2010.

VIACYTE, INC.

By: /s/ John S. West
Name: John S. West
Title: Chief Executive Officer

ATTESTED TO:

By: /s/ Anne Sandan
Name: Anne Sandan
Title: Secretary