

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	01/14/2011
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Arresto Biosciences, Inc.	01/14/2011
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Gilead Biologics, Inc.
<b>Street Address:</b>	c/o Gilead Sciences, Inc.
<b>Internal Address:</b>	333 Lakeside Drive
<b>City:</b>	Foster City
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94404
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	12185054
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(858)720-5125
<b>Phone:</b>	(858) 720-5100
<b>Email:</b>	dblevins@mofo.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
<b>Correspondent Name:</b>	Amy A. Mills
<b>Address Line 1:</b>	Morrison & Foerster LLP
<b>Address Line 2:</b>	12531 High Bluff Drive, Suite 100
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92130
<b>ATTORNEY DOCKET NUMBER:</b>	246102006800
<b>NAME OF SUBMITTER:</b>	Amy A. Mills

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**PATENT**  
**REEL: 027038 FRAME: 0703**

**Total Attachments: 6**

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# 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:

"ARROYO MERGER SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ARRESTO BIOSCIENCES, INC." UNDER THE NAME OF "GILEAD BIOLOGICS, 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 JANUARY, A.D. 2011, AT 12:59 O'CLOCK P.M.


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

4304699 8100M

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8496565

DATE: 01-14-11

PATENT  
REEL: 027038 FRAME: 0705

**CERTIFICATE OF MERGER  
MERCING  
ARROYO MERGER SUB, INC.  
WITH AND INTO  
ARRESTO BIOSCIENCES, INC.**

Pursuant to Section 251 of the General Corporation Law of  
the State of Delaware

ARRESTO BIOSCIENCES, INC. does hereby certify as follows:

**FIRST:** That the constituent corporations Arroyo Merger Sub, Inc. ("AcquisitionCo") and Arresto Biosciences, Inc. (the "Company") were incorporated pursuant to the Delaware General Corporation Law (the "DGCL").

**SECOND:** That an Agreement and Plan of Merger (the "Merger Agreement"), setting forth the terms and conditions of the merger of AcquisitionCo with and into the Company (the "Merger"), has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251(c) of the DGCL.

**THIRD:** That the Company shall be the surviving corporation after the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be Gillead Biologics, Inc.

**FOURTH:** Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to provide as set forth in Exhibit A attached hereto.

**FIFTH:** That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Gilead Biologics, Inc.  
c/o Gilead Sciences, Inc.  
333 Lakeside Drive  
Foster City, CA 94404

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

**SEVENTH:** That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name as of this 14<sup>th</sup> day of January, 2011.

ARRESTO BIOSCIENCES, INC.

By: Peter Van Vlasselaer  
Peter Van Vlasselaer, President and  
Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

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REEL: 027038 FRAME: 0707

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**EXHIBIT A**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**GILEAD BIOLOGICS, INC.**

**I.**

The name of this corporation is Gilead Biologics, Inc.

**II.**

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

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

**IV.**

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock which the corporation is presently authorized to issue is One Hundred (100) shares, each having a par value of one cent (\$0.01).

**V.**

**A.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

**B. Election of Directors**

1. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

2. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless, at the time of such election, the corporation is subject to Section 2115(b) of the California General Corporation Law ("CGCL"). During such time or times that the corporation is subject to Section 2115(b) of the CGCL, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder thinks fit. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (a) the names of such candidate or candidates have been placed in nomination prior to the voting and (b) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

**C. Removal**

1. During such time or times that the corporation is subject to Section 2115(b) of the CGCL, the Board of Directors or any individual director may be removed from office at any time without cause by the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote on such removal; provided, however, that unless the entire Board is removed, no individual director may be removed when the votes cast against such director's removal, or not consenting in writing to such removal, would be sufficient to elect that director if voted cumulatively at an election which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of such director's most recent election were then being elected.

2. At any time or times that the corporation is not subject to Section 2115(b) of the CGCL and subject to any limitations imposed by law, Section C.1 above shall not apply and the Board of Directors or any director may be removed from office at any time (a) with cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote at an election of directors or (b) without cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation, entitled to vote generally at an election of directors.

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**D.** The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the corporation.

## **VI.**

**A.** The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

**B.** This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the CGCL) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or through stockholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the CGCL, subject, at any time or times that the corporation is subject to Section 2115(b) of the CGCL, to the limits on such excess indemnification set forth in Section 204 of the CGCL.

**C.** Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## **VII.**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.