

## PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/16/2009
CONVEYING PARTY DATA	
Name	Execution Date
Proteolix, Inc.	11/16/2009
RECEIVING PARTY DATA	
Name:	Onyx Therapeutics, Inc.
Street Address:	2100 Powell Street
Internal Address:	c/o Onyx Pharmaceuticals, Inc.
City:	Emeryville
State/Country:	CALIFORNIA
Postal Code:	94608
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13328909
CORRESPONDENCE DATA	
Fax Number:	8777697945
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	612-335-5070
Email:	wasilkus@fr.com
Correspondent Name:	Fish & Richardson P.C.
Address Line 1:	60 South Sixth Street
Address Line 2:	3200 RBC Plaza
Address Line 4:	Minneapolis, MINNESOTA 55402
ATTORNEY DOCKET NUMBER:	26500-0036004
NAME OF SUBMITTER:	Angela D. Follett, Ph.D., Reg. No. 60365
Total Attachments: 8	

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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:

"PROFITEROLE ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "PROTEOLIX, INC." UNDER THE NAME OF "ONYX THERAPEUTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF NOVEMBER, A.D. 2009, AT 8:32 O'CLOCK A.M.

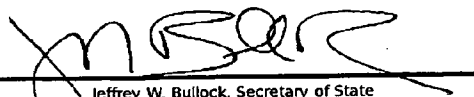
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7641915

DATE: 11-16-09

PATENT  
REEL: 029242 FRAME: 0451

**CERTIFICATE OF MERGER**  
**OF**  
**PROFITEROLE ACQUISITION CORP.**  
**WITH AND INTO**  
**PROTEOLIX, INC.**

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), Proteolix, Inc. (the "Corporation"), a Delaware corporation, hereby certifies as follows:

**FIRST:** The name and state of incorporation of each of the constituent corporations of the merger (the "Constituent Corporations") are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Proteolix, Inc.	Delaware
Profiterole Acquisition Corp.	Delaware

**SECOND:** An Agreement and Plan of Merger, dated as of October 10, 2009 (the "Merger Agreement"), by and among Onyx Pharmaceuticals, Inc., a Delaware corporation, Profiterole Acquisition Corp. ("Merger Sub"), a Delaware corporation, the Corporation and Shareholder Representative Services LLC, a Colorado limited liability company, as the Stockholders' Agent, pursuant to which Merger Sub will merge with and into the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251(c) of the DGCL.

**THIRD:** Proteolix, Inc. will be the surviving corporation in the Merger (the "Surviving Corporation"). At the effective time of the Merger, the name of the Surviving Corporation will be changed to "Onyx Therapeutics, Inc."

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as set forth in Exhibit A, and as so amended and restated shall be the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of such principal place of business is:

Onyx Therapeutics, Inc.  
c/o Onyx Pharmaceuticals, Inc.  
2100 Powell Street  
Emeryville, CA 94608


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

SEVENTH: The Merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

*[Remainder of Page Intentionally Left Blank.]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the 16th day of November 2009.

PROTEOLIX, INC.

By:   
Name: John A. Scanlon  
Title: President

CERTIFICATE OF MERGER SIGNATURE PAGE

EXHIBIT A

**CERTIFICATE OF INCORPORATION  
OF  
ONYX THERAPEUTICS, INC.**

**ARTICLE I**

The name of the corporation (the "Corporation") is Onyx Therapeutics, Inc.

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

**ARTICLE IV**

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, \$.001 par value per share (the "Common Stock"). Shares of the Common Stock may be issued from time to time as the Board of Directors of the Corporation (the "Board") shall determine and on such terms and for such consideration as shall be fixed by the Board. The amount of the authorized Common Stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote.

**ARTICLE V**

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board. The number of directors which shall constitute the whole Board shall be fixed by the Board or the stockholders in the manner provided in the Bylaws.

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.

During such time or times that the Corporation is subject to Section 2115(b) of the CGCL, the Board 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.

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, the paragraph immediately above shall not apply and the Board or any director may be removed from office either with or without cause at any time, as provided by the DGCL.

#### ARTICLE VI

In furtherance and not in limitation of the powers conferred upon the Board by law, the Board shall have the power to make, adopt, alter, amend and repeal from time to time the Bylaws of the Corporation subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal Bylaws made by the Board.

#### ARTICLE VII

To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended after the filing of this Certificate of Incorporation 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.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding whether criminal, civil, administrative or investigative, by reason of the fact that he/she, his/her testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise of a director, officer or employee at the request of the Corporation or any predecessor to the Corporation to the same extent as permitted by law.

The 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.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.