

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3474765

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2014		
CONVEYING PARTY DATA			
Name			Execution Date
CELLDEX RESEARCH CORPORATION			12/31/2014
RECEIVING PARTY DATA			
Name:	CELLDEX THERAPEUTICS, INC.		
Street Address:	119 FOURTH AVENUE		
City:	NEEDHAM		
State/Country:	MASSACHUSETTS		
Postal Code:	02494-2725		
PROPERTY NUMBERS Total: 5			
Property Type	Number		
Application Number:	13086286		
Application Number:	13276735		
Application Number:	10769144		
Application Number:	10903191		
Application Number:	14790247		
CORRESPONDENCE DATA			
Fax Number:	(617)742-4214		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	617-217-4637		
Email:	IPBoston.Docketing@nelsonmullins.com, milejdi.sartori@nelsonmullins.com		
Correspondent Name:	NELSON MULLINS RILEY & SCARBOROUGH LLP		
Address Line 1:	ONE POST OFFICE SQUARE		
Address Line 2:	FLOOR 30, SUITE 3000		
Address Line 4:	BOSTON, MASSACHUSETTS 02109-2127		
ATTORNEY DOCKET NUMBER:	CDJ-367,CP301RCE3,CPRCE2		
NAME OF SUBMITTER:	ARIANA HARRIS, PH.D.		
SIGNATURE:	/Ariana Harris, Ph.D./		
DATE SIGNED:	08/07/2015		

Total Attachments: 5

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PATENT

REEL: 036279 FRAME: 0284

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 OWNERSHIP, WHICH MERGES:

"CELLEX RESEARCH CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "CELLEX THERAPEUTICS, INC." UNDER THE NAME OF
"CELLEX THERAPEUTICS, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D.
2014, AT 8 O'CLOCK A.M.

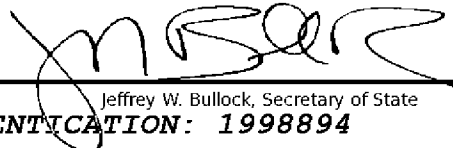
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

2023075 8100M

141604229



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1998894

DATE: 12-31-14

PATENT
REEL: 036279 FRAME: 0285

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CELLDEX RESEARCH CORPORATION
(a Delaware corporation)

with and into

CELLDEX THERAPEUTICS, INC.
(a Delaware corporation)

Dated: December 31, 2014

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Celldex Therapeutics, Inc., a Delaware corporation (the "Corporation"), does hereby certify the following information relating to the merger (the "Merger") of its wholly owned subsidiary, Celldex Research Corporation, a Delaware corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

FIRST: The name and state of incorporation of each of the constituent corporations in the Merger are:

<u>Name</u>	<u>State of Incorporation</u>
Celldex Research Corporation	Delaware
Celldex Therapeutics, Inc.	Delaware

SECOND: The Corporation is the owner of all of the outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of Subsidiary. The Common Stock constitutes the sole outstanding class of capital stock of Subsidiary.

THIRD: The board of directors of the Corporation at a meeting held on December 17, 2014 duly adopted the resolutions attached hereto as Exhibit A, which have not been amended or rescinded and are now in full force and effect, and Subsidiary hereby merges with and into the Corporation, with the Corporation being the Surviving Corporation (the "Surviving Corporation").

FOURTH: The name of the Surviving Corporation shall be Celldex Therapeutics, Inc.

FIFTH: The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: The Merger will be effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer on the date first written above.

CELLDEX THERAPEUTICS, INC.

By: Anthony S. Marucci
Name: Anthony S. Marucci
Title: Chief Executive Officer

Exhibit A

CELLEX THERAPEUTICS, INC.

Resolutions of the Board of Directors

Dated: December 17, 2014

Subsidiary Mergers

WHEREAS, Celldex Therapeutics, Inc. ("*Celldex Therapeutics*") is the owner of all of the outstanding shares of the common stock, par value \$0.01 per share, of Celldex Research Corporation. (the "*Celldex Research Common Stock*"); and

WHEREAS, the Celldex Research Common Stock is the only class of capital stock of Celldex Research Corporation ("*Celldex Research*") outstanding; and

NOW, THEREFORE, BE IT RESOLVED, that Celldex Research be merged with and into Celldex Therapeutics and with Celldex Therapeutics continuing as the surviving corporation in such merger (the "*Surviving Corporation*") and that the Surviving Corporation shall succeed to all rights, privileges, powers and franchises of Celldex Research and shall assume all of the obligations of Celldex Research (a "*Merger*");

RESOLVED, any officer of Celldex Therapeutics shall execute and acknowledge a Certificate of Ownership and Merger pursuant to Section 253 of the DGCL setting forth a copy of these resolutions to merge Celldex Research with and into Celldex Therapeutics and the date of adoption hereof, and shall file the same in the office of the Secretary of State of the State of Delaware and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and the Merger shall be effective upon the time and date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State (such time and date specified in the Certificate of Ownership and Merger, the "*Effective Time*"), in accordance with Section 103 of the DGCL; and

RESOLVED, that at the Effective Time, each share of Celldex Research Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, no longer be outstanding and shall be canceled and retired and shall cease to exist.

Authorizations; General

WHEREAS, the Board of Directors wishes to authorize the officers of Celldex Therapeutics (the "*Authorized Officers*") to take such actions as may be necessary, desirable or advisable to carry out fully the intent and purposes of the foregoing resolutions;

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of Celldex Therapeutics, to execute the Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Celldex Research with and into Celldex Therapeutics and the date of adoption hereof and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy hereof to be filed in the office of the Recorder of Deeds of New Castle County;

RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of Celldex Therapeutics, to take or cause to be taken any and all such further actions, to execute and deliver or cause to be executed and delivered all such other documents, certificates, amendments, instruments and agreements, to make such filings, in the name and on behalf of Celldex Therapeutics, to incur and pay all such fees and expenses and to engage in such acts as they shall in their judgment determine to be necessary, desirable or advisable to carry out fully the intent and purposes of the foregoing resolutions and the execution by such Authorized Officer of any such documents, certificates, amendments, instruments or agreements or the payment of any such fees and expenses or the doing by them of any act in connection with the foregoing matters shall be conclusive evidence of their authority therefore and for the approval and ratification by Celldex Therapeutics of the documents, certificates, amendments, instruments and agreements so executed, the expenses so paid, the filings so made and the actions so taken; and

RESOLVED, that any and all actions heretofore taken, and any and all things heretofore done, by any officer or director of Celldex Therapeutics in connection with, or with respect to, the matters referred to in the foregoing resolutions be and hereby are confirmed as authorized and valid acts taken on behalf of Celldex Therapeutics.