

06-02-1998

FORM PTO-1594
(Rev. 6-93)



ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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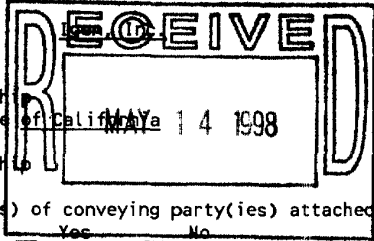
To the Honorable Commissioner of Patents and Trademarks

Enclosed are the attached original documents or copy thereof.

MRD 5-14-98

1. Name of conveying party(ies)

- Individual(s)
 - General Partnership
 - Corporation-State of California
 - Association
 - Limited Partnership
 - Other
- Additional name(s) of conveying party(ies) attached?
 Yes No



2. Name and address of receiving party(ies)

Name: Igen International, Inc.
 Internal Address:
 Street Address: 16020 Industrial Drive
 City: Gaithsburg State: MD Zip: 20877

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other

Execution Date:

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William J. Spatz, Esq.
 Internal Address: Whitman Breed Abbott & Morgan

Street Address: 200 Park Avenue

City: NY State: NY Zip: 10166

6. Total number of applications and registrations involved

7. Total fee (37 CFR 3.41) \$ 290.00
 Enclosed
 Charge deposit account #500297 for any deficiency or credit any excess

8. Deposit account number: 500297
(Attach duplicate copy of this page if paying by deposit account)

Do not use this space

9. Statement and signature.

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.

William J. Spatz

May 8, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document:

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

06/01/1998 DCDATES 00000181 1504462

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

01 FC:481 40.00 DP
 02 FC:482 250.00 DP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

KM39080-00\419854.WJS

REEL: 1733 FRAME: 0726

RECORDATION OF ARTICLES OF MERGER

Surviving Company Name: IGEN INTERNATIONAL, INC., a Corporation of the State of Delaware

Predecessor Company: IGEN, INC., a Corporation of the State of California

Original Articles of Merger of the Predecessor Company into the Surviving Company are attached.

Please record the Articles of Merger against the U.S. Trademark Registrations listed below:

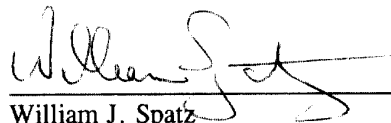
<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>OUR DOCKET NO.</u>
1,504,462	ORIGEN	KM39082-00
1,577,248	IGEN	KM39081-20
1,581,216	ORIGEN	KM39086-20
1,612,717	IGEN	KM39086-00

<u>APPLICATION NO.</u>	<u>TRADEMARK</u>	<u>OUR DOCKET NO.</u>
74/699,818	IGENASE	KM39080-45
74/662,540	MEDNET	KM39083-10
74/662,539	MEDNET	KM39083-12
74/560,768	PROCARE	KM39083-05
74/560,766	PERSONAL CARE	KM39083-18
74/465,672	HEALTH CARE	KM39083-19
74/239,062	TRICORDER	KM39087-20

Respectfully submitted,

IGEN INTERNATIONAL, INC.

By:



William J. Spatz
Counsel for Owner
WHITMAN BREED ABBOTT & MORGAN LLP
200 Park Avenue
New York, New York 10166
(212) 351-3115

D530672

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FILED
In the office of the Secretary of State
of the State of California

NOV 06 1996

Bill Jones
Secretary of State

CERTIFICATE OF MERGER

OF

IGEN, INC.
a California corporation

INTO

IGEN INTERNATIONAL, INC.
a Delaware corporation

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
IGEN, Inc.	California
IGEN International, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of September 10, 1996 (the "Agreement of Merger") between IGEN, Inc. ("IGEN") and IGEN International, Inc. ("IGEN International") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is IGEN International, Inc.

FOURTH: The Certificate of Incorporation of IGEN International, Inc. shall be the Certificate of Incorporation of the surviving corporation without change or amendment until further amended in accordance with applicable law.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 16020 Industrial Drive, Gaithersburg, Maryland 20877.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of IGEN, Inc. consists of (a) 50,000,000 shares of Common Stock, of which 14,965,476 shares were issued and outstanding as of September 10, 1996, and (b) 10,000,000 shares of Preferred Stock, none of which are issued and outstanding.


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IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, IGEN International, Inc., and attested to by its officers thereunto duly authorized.


Dated as of September 10, 1996

IGEN INTERNATIONAL, INC.

By:


Richard J. Massey
President and Chief Operating Officer

Attest:



Andrei M. Manoliu
Secretary

21170467
110496

2.

TRADEMARK
REEL: 1733 FRAME: 0729



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CALIFORNIA 94297-0546
TELEPHONE (916) 845-4124

Tax Clearance
Certificate

ISSUED TO: IGEN, INC.
16020 INDUSTRIAL DR
GAITHERSBURG, MD. 20877

THIS CERTIFICATE IS VALID ONLY UPON THE SIMULTANEOUS QUALIFICATION
OF IGEN INTERNATIONAL, INC. "A DELAWARE CORPORATION"

This certificate expires on NOVEMBER 15, 1996

THIS IS TO CERTIFY THAT all taxes imposed on the above-named corporation under the Bank
and Corporation Tax Law have been paid or are secured by bond, deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State at
Sacramento, California. The original of this certificate may be retained for the files of the
corporation.

The required Secretary of State forms to dissolve, withdraw, or merge must be filed with the
Office of the Secretary of State at 1500 Eleventh St., Third Floor, Sacramento, CA 95814-5701
by the expiration date of this notice.

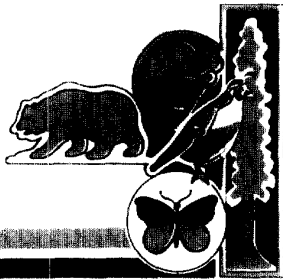
NOTE: If the above process is not completed with the Secretary of State by the expiration
date, the corporation will remain subject to the filing requirements of the Bank
and Corporation Tax Law.

FRANCHISE TAX BOARD

By Hartley Hermanson
Authorized Signature
Corporation Audit Tax Clearance Unit

TC:357:CA:HH

TRADE MARK
FRAME D-70



State
of
California
SECRETARY OF STATE



3 pgs.

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript was prepared by and in
this office from the record on file, of which it purports to
be a copy, and that it is full, true and correct

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 3 1997



Bill Jones

Secretary of State