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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

04-19-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
12 18 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

12 18 98

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

04/16/1999 DNGUYEN 00000100 200097 75455144

FOR OFFICE USE ONLY

01 RC:481 40.00 CH
02 RC:482 150.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001885 FRAME: 0321
REEL: 1885 FRAME: 0321

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/455,144"/>	<input type="text" value="75/281,616"/>	<input type="text" value="75/455,135"/>
<input type="text" value="75/344,796"/>	<input type="text" value="75/520,891"/>	<input type="text" value="75/520,892"/>
<input type="text" value="75/377,388"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Leon R. Yankwich

Leon R Yankwich

4/8/99

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"VIRUS RESEARCH INSTITUTE, INC.", A DELAWARE CORPORATION, WITH AND INTO "AVANT IMMUNOTHERAPEUTICS, INC." UNDER THE NAME OF "AVANT IMMUNOTHERAPEUTICS, 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 DECEMBER, A.D. 1998, AT 3:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2023075 8100M

AUTHENTICATION: 9500812

981508964

DATE: 01-04-99

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
VIRUS RESEARCH INSTITUTE, INC.
INTO
AVANT IMMUNOTHERAPEUTICS, INC.
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

AVANT Immunotherapeutics, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Virus Research Institute, Inc., a Delaware corporation ("VRI").

THIRD: That the Corporation, by the resolutions of its Board of Directors attached hereto as Exhibit A, duly adopted on the 18 day of December, 1998, determined to merge into itself VRI on the conditions set forth in such resolutions.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by Una S. Ryan, its authorized officer, this 18 day of December 1998.

AVANT IMMUNOTHERAPEUTICS, INC.

BY: Una S. Ryan
Una S. Ryan, President and
Chief Executive Officer

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EXHIBIT A***Merger with Virus Research Institute, Inc.***

RESOLVED: That the Corporation merge into itself (the "Merger") Virus Research Institute, Inc., a Delaware corporation and wholly-owned subsidiary of the Corporation ("VRI"), with the Corporation being the surviving entity in the Merger and assuming all of VRI's obligations.

RESOLVED: That the President and Chief Executive Officer, Chief Financial Officer, Executive Chairman, any Vice President, Secretary and Assistant Secretary (collectively, the "Authorized Officers") are, and each of them hereby is, authorized to execute, acknowledge and file in the name and on behalf of the Corporation pursuant to Section 253, and any other applicable provisions, of the Delaware General Corporation Law a certificate of ownership and merger in the form presented to the Board of Directors and to take any and all other action deemed by any such Authorized Officer to be necessary or appropriate to effectuate the Merger, such Merger to be effective as of 11:59 p.m. Eastern Time on December 31, 1998 or such earlier time determined by any Authorized Officer.

General Authorizations

RESOLVED: To authorize, empower and direct the Authorized Officers, and each of them acting singly (i) to execute, seal and deliver in the name of and on behalf of the Corporation any and all documents, agreements and instruments to effectuate any of the foregoing votes, all with such changes therein as any of such officers may deem necessary or desirable, and (ii) to take such action (including without limitation the filing of any and all applications and the payment of any and all filing fees and expenses), or to cause the Corporation or any other person to take such action as may in the judgment of the officer so acting be necessary or desirable in connection with, or in furtherance of, any of the foregoing votes; the execution and delivery of any such document, agreement or instrument or the taking of any such action shall be conclusive evidence of such officer's authority hereunder to so act.

RESOLVED: That any and all actions heretofore taken by any officer or director of the Corporation in connection with the Merger be, and each of them hereby is, ratified, confirmed and approved in all respects.

RESOLVED: To file this consent with the proceedings of the minutes of the Board of Directors of the Corporation.

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