

06-02-1999

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Post Mail No.: EM 490 492 823 US

FORM PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



101054745

5.24.99

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.  
Box Assignment, Washington, DC 20231

1. Name of conveying party(ies):

THERACELL, INC.

- Individual(s)
  - General Partnership
  - Corporation-State-DELAWARE
  - Other \_\_\_\_\_
- Association
  - Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: TITAN PHARMACEUTICALS, INC.

Internal Address: \_\_\_\_\_

Street Address: 400 OYSTER POINT BOULEVARD - SUITE 505

City SOUTH SAN FRANCISCO State CA ZIP 94080

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State DELAWARE
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: MARCH 1, 1999

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

A. Trademark Application No.(s) 75/146,837 ; 75/455,716

B. Trademark registration No.(s) \_\_\_\_\_

Additional numbers attached?  Yes  No

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

PENNIE & EDMONDS LLP  
1155 Avenue of the Americas  
New York, NY 10036

Attn.: NANCY A. ZOUBEK, ESQ.

File No.: 8661-008-999; 8661-012-999

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$ 65.00

Please charge to the deposit account listed in Section 8.

8. Deposit account number:

16-1150

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.*

NANCY A. ZOUBEK, ESQ.

Name of Person Signing Reg. No.

Signature

5/24/99

Date

Total number of pages comprising cover sheet: 4

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignment  
Washington, D.C. 20231

06/01/1999 MTHAI1 00000211 161150 75146837

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

NY2-961075.1

TRADEMARK  
REEL: 001904 FRAME: 0599



State of Delaware  
Office of the Secretary of State PAGE 1

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:

"THERACELL, INC.", A DELAWARE CORPORATION WITH AND INTO "TITAN PHARMACEUTICALS, INC." UNDER THE NAME OF "TITAN PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.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

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991093844

AUTHENTICATION:

9621702

DATE:

03-11-99

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/10/1999  
991093844 - 2314745



CERTIFICATE OF OWNERSHIP AND MERGER

OF

THERACELL, INC.  
(a Delaware corporation)

INTO

TITAN PHARMACEUTICALS, INC.  
(a Delaware corporation)

It is hereby certified that:

1. Titan Pharmaceuticals, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of at least 90% of the outstanding shares of each class of the stock of Theracell, Inc. ("Theracell"), which is also a business corporation of the State of Delaware.
3. On January 29, 1999, the Board of Directors of the Corporation adopted the following resolutions to merge Theracell into the Corporation:

RESOLVED, that Theracell be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Theracell be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Theracell in its name; and it is further

RESOLVED, that the Corporation shall assume all of the obligations of Theracell; and it is further

RESOLVED, that each issued share of Theracell not owned by the Corporation shall, at the effective time of the merger, be converted into .6322 shares of the Corporation. The issued shares of the Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation; and it is further

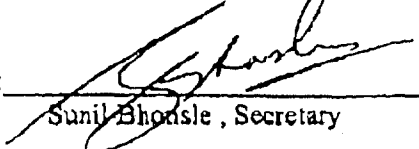
RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other

appropriate jurisdiction.

Dated: March 1, 1999.

TITAN PHARMACEUTICALS, INC.

By:   
Louis R. Bucalo, President

By:   
Sunil Bhonsle, Secretary