



07-30-1999

08-05-1999

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

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
 09 11 95

Conveying Party

Mark if additional names of conveying parties attached

Name Argus Pharmaceuticals, Inc. Execution Date
Month Day Year
 09 11 95

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name Aronex Pharmaceuticals, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 8707 Technology Forest Place

Address (line 2) The Woodlands, TX 77381-1191

Address (line 3)

City State/Country Zip Code

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

FOR OFFICE USE ONLY

08/04/1999 NTHAI1 00010204 1785153

01 FC:481 (40.00 OP)

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 001939 FRAME: 0112

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)

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.

Thomas M. Saunders



7/28/99

Name of Person Signing

Signature

Date Signed

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 AMENDMENT OF "ARGUS PHARMACEUTICALS, INC.", CHANGING ITS NAME FROM "ARGUS PHARMACEUTICALS, INC." TO "ARONEX PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 1995, AT 4:25 O'CLOCK P.M.



2093618 8100

991275452

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9852905

DATE: 07-08-99

TRADEMARK
REEL: 001939 FRAME: 0114

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ARGUS PHARMACEUTICALS, INC.**

Argus Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: That a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended to change each of Article I, Article IV and Article V thereof, so that as amended,

Article I shall be and read as follows:

**ARTICLE I
NAME**

The name of the Corporation is Aronex Pharmaceuticals, Inc.

Article IV shall be and read as follows:

**ARTICLE IV
CAPITAL STOCK**

A. Classes of Stock

The total number of shares of all classes of capital stock that the Corporation shall be authorized to issue is 85,000,000 shares, divided into the following: (i) 10,000,000 shares of preferred stock, par value \$.001 per share ("Preferred Stock"), and (ii) 75,000,000 shares of common stock, par value \$.001 per share ("Common Stock").

B. Preferred Stock

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby vested with the authority to fix by resolution the powers, designations, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, including, without limitation, the dividend rate, conversion

rights, voting rights, redemption price and liquidation preference, and the qualifications, limitations or restrictions on such preferences and/or rights and to fix the number of shares constituting any such series. Unless otherwise provided by the resolution(s) adopted by the Board of Directors providing for the issue of any series of Preferred Stock, the number of shares comprising such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by duly adopted resolution(s) of the Board of Directors.

C. Common Stock

Except as otherwise provided in this Amended and Restated Certificate of Incorporation or by law or by the resolution(s) of the Board of Directors providing for the issue of any series of the Preferred Stock, each holder of Common Stock shall be entitled to one vote for each share held. Subject to all of the rights of the Preferred Stock or any series thereof, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled, or a sum sufficient for such payments in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interest.

Article V shall be and read as follows:

ARTICLE V BOARD OF DIRECTORS

A. Classification

Except as otherwise provided by law, the business and affairs of the Corporation shall be managed by, or under the direction of, its Board of Directors. The Board of Directors shall be divided into three classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible. At the annual meeting of stockholders to be held in 1995, or any special meeting held in lieu thereof, Class I Directors shall be elected for a term expiring at the annual meeting of stockholders to be held in 1998, Class II Directors shall be elected for a term expiring at the annual meeting of stockholders to be held in 1997, and Class III Directors shall be elected for a term expiring at the annual meeting of stockholders to be held in 1996, with each director to hold office until his or her successor is elected and qualified. At each annual meeting of stockholders subsequent to 1995, the successor(s) of the class of directors whose term expires at that annual meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders to be held in the third year following the year of such director's election. None of the directors need be a stockholder or a resident of the State of Delaware. The election of directors need not be by written ballot unless so provided in the Corporation's Bylaws. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. Any newly created or eliminated directorship resulting from an

increase or decrease in the Board of Directors shall be appointed by the Board of Directors among the three classes of directors so as to maintain such classes as nearly equal as possible. In furtherance and not in limitation of the rights, powers, privileges and discretionary authority conferred by the DGCL, or other applicable law, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Vacancies

Except as otherwise provided for in this Amended and Restated Certificate of Incorporation, vacancies resulting from newly-created directorships, death, resignation, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director. Any director elected in accordance with the preceding sentence of this Article V shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred until such director's successor shall have been elected and qualified.

C. Removal

Any director may be removed from office only for cause and only by either the affirmative vote of a majority of the continuing directors other than such director, or by the affirmative vote of the holders of 80% of the then outstanding shares of each class of stock of the Corporation having voting power for the election of directors.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by David M. Leech, its President and Chief Executive Officer and Terance A. Murnane, its Controller and Secretary, this 11th day of September 1995.



David M. Leech, President
and Chief Executive Officer

ATTEST:



Terance A. Murnane,
Controller and Secretary

C:\DTP\AB020614\3077.AMP

MARK: LF
REG. NO.: 1,785,153
INT'L CL: 5

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

POWER OF ATTORNEY

To the Commissioner of Patents and Trademarks:

The undersigned hereby appoints the following, all members of the bar of the Commonwealth of Massachusetts except George A. Loud, who is a member of the bars of Virginia and the District of Columbia, as its attorneys, with power to appoint and revoke appointment of associate attorney(s) or agent(s), to file Declarations Under Section 8 and 15, and to transact all business regarding this trademark in the Patent and Trademark Office and to receive all certificates and notices connected therewith.

Thomas M. Saunders, Anthony M. Lorusso, George A. Loud, Philip X. Murray, Mark D. Lorusso, and Donald J. Perrault.

It is requested that all correspondence regarding this application be directed to:

Thomas M. Saunders
Lorusso & Loud
440 Commercial Street
Boston, Massachusetts 02109
(617) 227-0700

Aronex Pharmaceuticals, Inc.

Date: _____

7/28/99



Terance A. Murnane, Controller & Officer

POA.PM99



07-30-1999

U.S. Patent & TMO/c/TM Mail Rec'Dt. #47

THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of :
 :
 Aronex Pharmaceuticals, Inc. :
 :
 Mark: "LF" :
 :
 Reg. No. 1,785,153 :
 :
 Int. Class: 5 :
 :
 Registered: August 3, 1993 :
 :
 Dkt. No. ARG-106 :

Assistant Commissioner for Trademarks
 Box Assignments
 2900 Crystal Drive
 Arlington, VA 22202-3513

TRANSMITTAL

Sir:

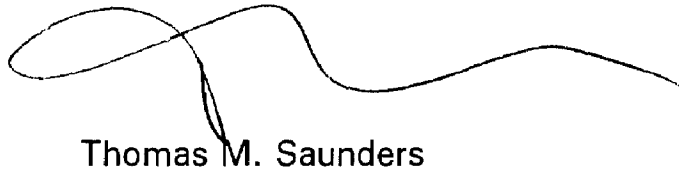
Enclosed please find the following:

1. Recordation Form Cover Sheet
2. Certified copy of a corporate name change from Argus Pharmaceuticals,
 Inc. to Aronex Pharmaceuticals, Inc.
3. Firm check in the amount of \$40.
4. Power of Attorney

Should any additional fee be required, please charge our deposit order

account No. 12-2147.

Respectfully submitted,
LORUSSO & LOUD

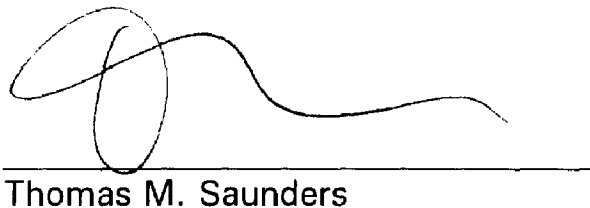
A handwritten signature in black ink, appearing to read 'Thomas M. Saunders', with a long, sweeping horizontal stroke extending to the right.

Thomas M. Saunders

440 Commercial Street
Boston, Massachusetts 02109
Voice: (617) 227-0700
Fax: (671)723-4609
Dated: July 27, 1999

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as First Class Mail, Post Office to Addressee on July 28, 1999 in an envelope addressed to: Assistant Commissioner of Trademarks, BOX ASSIGNMENTS, 2900 Crystal Drive, Arlington, VA 22202-3513.

A handwritten signature in black ink, appearing to read 'Thomas M. Saunders', with a long, sweeping horizontal stroke extending to the right.

Thomas M. Saunders