

FORM Expires 06 OMB 0651

09-29-1999

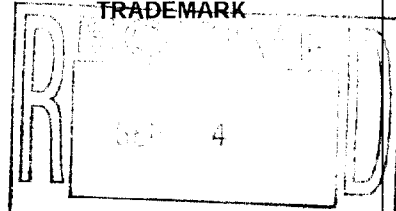
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U.S. Department of Commerce Patent and Trademark Office

TRADEMARK



101157630...TION FORM COVER SHEET TRADEMARKS ONLY



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

Submission Type

- X 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
Effective Date Month Day Year 03181999
X Merger
X Change of Name
Other 74319435

Conveying Party

Mark if additional names of conveying parties attached
Execution Date Month Day Year 03181999

Name Genemedicine, Inc.

Formerly

- Individual General Partnership Limited Partnership X Corporation Association

Other

X Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Valentis, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 8301 New Trails Drive

Address (line 2)

Address (line 3) The Woodlands TX 77381-4248
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association

- X Corporation Association

Other

X Citizenship/State of Incorporation/Organization Delaware

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.)

09/28/1999 NTHA11 00000260 74319435

FOR OFFICE USE ONLY

01 FC:481 40.00 00
02 FC:482 225.00 00

09/28/1999 NTHA11 0012062900
Name/Number: 74319435 \$135.00 CR

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REEL: 001967 FRAME: 0106

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

(213) 489-1600

Name

William C. Steffin

Address (line 1)

LYON & LYON LLP

Address (line 2)

633 W. Fifth Street

Address (line 3)

Suite 4700

Address (line 4)

Los Angeles, CA 90071-2066

Pages

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

#

5

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)

74319435	75600320	75376432
74598265	75186326	75189340
75186042	75229333	

Registration Number(s)

2004952		
1889482		

Number of Properties

Enter the total number of properties involved.

#

10

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

400.00

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:

#

12-2475

Authorization to charge additional fees:

Yes

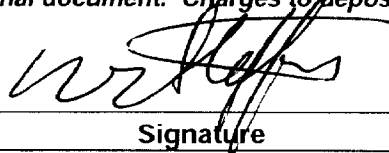
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Statement and Signature

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.

William C. Steffin

Name of Person Signing



Signature

September 24, 1999

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 MERGER, WHICH MERGES:

"MONTANA ACQUISITION SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "GENEMEDICINE, INC." UNDER THE NAME OF "VALENTIS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF MARCH, A.D. 1999, AT 3 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9972539

DATE: 09-16-99

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**CERTIFICATE OF MERGER
MERGING
MONTANA ACQUISITION SUB, INC.,
A DELAWARE CORPORATION
WITH AND INTO
GENEMEDICINE, INC.,
A DELAWARE CORPORATION**

Pursuant to Section 251 of the General Corporation Law of
the State of Delaware

GeneMedicine, Inc., a Delaware corporation ("GeneMedicine"), does hereby certify as follows:

FIRST: Each of the constituent corporations, GeneMedicine and Montana Acquisition Sub, Inc., a Delaware corporation ("Montana"), is a corporation duly organized and existing under the Delaware General Corporation Law (the "DGCL").

SECOND: An Agreement and Plan of Merger and Reorganization (the "Reorganization Agreement"), dated October 24, 1998, as amended, setting forth the terms and conditions of the merger of Montana with and into GeneMedicine (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the surviving corporation is GeneMedicine, Inc. (the "Surviving Corporation") which shall be changed to Valentis, Inc.

FOURTH: The Surviving Corporation's original Certificate of Incorporation was filed on January 2, 1992 under the name "Vector Therapeutics, Inc."

FIFTH: The Restated Certificate of Incorporation of the Surviving Corporation is amended and restated to read in its entirety as set forth in Exhibit A hereto.

SIXTH: An executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

GeneMedicine, Inc.
8301 New Trails Drive
The Woodlands, TX 77381

SEVENTH: An executed copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation

EIGHTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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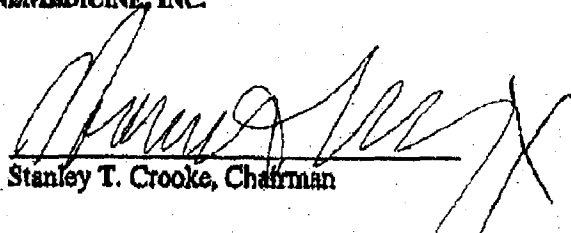
FROM-

T-252 P.04

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IN WITNESS WHEREOF, GeneMedicine has caused this Certificate of Merger to be executed in its corporate name as of the 18th day of March, 1999.

GENEMEDICINE, INC.

By: 
Stanley T. Crooke, Chairman

ATTEST:



By: Richard A. Waldron, Secretary

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF

VALENTIS, INC.,
a Delaware corporation

I.

The name of this corporation is VALENTIS, INC.

II.

The address of the registered office of the corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New-Castle, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is one hundred (100), each having a par value of one-tenth of one cent (\$.001).

V.

The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

VI.

A. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.