

10-22-1999



101179769

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

10-18-99

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
4-29-99

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

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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.)

10/21/1999 NTHA11 00000235 75575913

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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 Practice. 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: 001978 FRAME: 0173

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.

Nate A. Garnart

18 October 1999

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 OWNERSHIP, WHICH MERGES:

"VALENTIS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MEGABIOS CORP." 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 TWENTY-NINTH DAY OF APRIL, 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.



2784403 8100M

991169517

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9721185

DATE: 05-03-99

TRADEMARK
REEL: 001978 FRAME: 0175

State of California

SECRETARY OF STATE

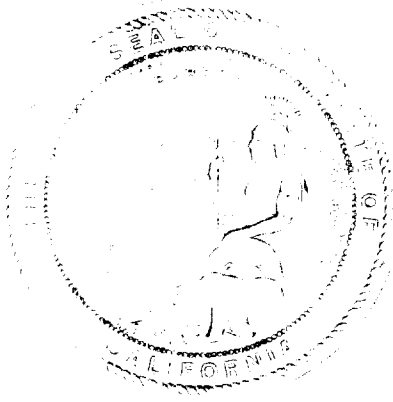
NAME CHANGE CERTIFICATE OF QUALIFICATION

C2033370

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

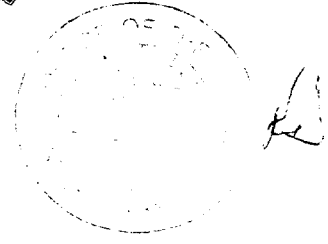
That on the **2nd day of July, 1999**, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **MEGABIOS CORP.**, a corporation organized and existing under the laws of **Delaware**, was changed to **VALENTIS, INC.** This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 9, 1999.



Bill Jones

BILL JONES
Secretary of State



SECRETARY OF STATE

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

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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 day of

 10 1999



Bill Jones

Secretary of State

A0527713

ENDORSED-FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

JUL -2 1993

BILL JONES, SECRETARY OF STATE

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

Valentis, Inc.

(Name of Corporation)

_____ a corporation organized
and existing under the laws of Delaware and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was Megabios Corp.

Valentis, Inc.

(Name of Corporation)

Bennet L. Weintraub

(Signature of Corporate Officer)

Bennet L. Weintraub, Chief Financial Officer

(Typed Name and Title of Officer Signing)



[Handwritten initials]

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VALENTIS, INC.
a Delaware corporation

INTO

MEGABIOS CORP.
a Delaware corporation

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Megabios Corp., a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation owns all of the outstanding shares of Valentis, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware.

SECOND: That this corporation, by the following resolutions of its Board of Directors, duly adopted by Unanimous Written Consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware on the 23rd day of April, 1999, determined to merge Valentis, Inc. into itself on the terms and conditions set forth in such resolutions:

RESOLVED, that Valentis, Inc. be merged with and into the Corporation and that the Corporation be the surviving corporation in such merger;

FURTHER RESOLVED, that the merger shall become effective upon the date and time of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

37359 v1/PM
STR01.DOC

1.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/29/1999
991169517 - 2784403

FURTHER RESOLVED, that upon the effectiveness of the merger, the Corporation shall assume all of the liabilities and obligations of Valentis, Inc.; and

FURTHER RESOLVED, that upon the effectiveness of the merger, the name of the Corporation shall be changed to "Valentis, Inc." and Article I of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

"I.


The name of the Corporation is Valentis, Inc."

[remainder of this page intentionally left blank]

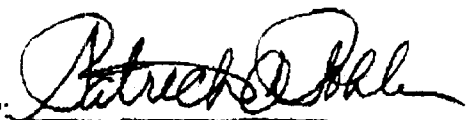
IN WITNESS WHEREOF, this Certificate of Ownership and Merger is hereby executed on behalf of the surviving Corporation, Megabios Corp., and attested to by its officers thereunto duly authorized.

Dated as of April 29, 1999

MEGABIOS CORP.

By: 
Benjamin E. McGraw, III
President and Chief
Executive Officer

ATTEST:

By: 
Patrick A. Pohlen
Secretary