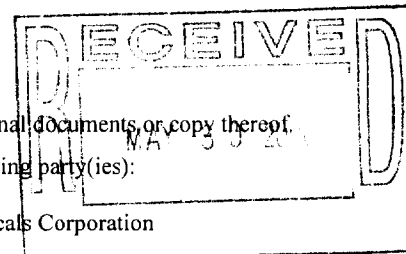




HEET



TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS, ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF. 101394822

1. Name of conveying party(ies): (If multiple assignors, list numerically)

IDEC Pharmaceuticals Corporation

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State CALIFORNIA
- Other:

MID 5.30.00

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

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

Name: IDEC Pharmaceuticals Corporation
Internal Address:
Street Address: 11011 Torreyana Road
City: San Diego State: CA ZIP: 92121

- Individual
- 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
(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above): May 22, 1997

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

- a. Trademark Application No(s):
75/238,932; 75/517,089
- b. Trademark Registration No(s):
1,790,060; 1,931,959; 2,122,911;
2,194,252

Additional numbers attached? Yes No

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

Name: AnneMarie Kaiser
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.:
IDECO.007T/033T/038T/042T/044T/051T

7. Total fee (37 CFR 3.41): \$165

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 6

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.

AnneMarie Kaiser
Name of Person Signing

AnneMarie Kaiser
Signature

May 25, 2000
Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to: ANNEMARIE KAISER

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

07/03/2000 DNGUYEN 00000281 75238932

01 FC:481 40.00 OP
02 FC:482 125.00 OP
S:\DOCS\AOK\AOK-4227.DOC:dmr 051800

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:

"IDEC PHARMACEUTICALS CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "IDEC PHARMACEUTICALS CORPORATION" UNDER THE NAME OF "IDEC PHARMACEUTICALS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 1997, AT 10:30 O'CLOCK A.M.



2726078 8100M

991223495

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

9790404

DATE:

TRADEMARK

REEL: 002094 FRAME: 0160

CERTIFICATE OF MERGER

OF

IDEC PHARMACEUTICALS CORPORATION
a California corporation

INTO

IDEC PHARMACEUTICALS CORPORATION
a Delaware corporation

(under Section 252 of the Delaware General Corporation Law)

It is hereby certified that:

FIRST: The name and state of incorporation of each of the constituent business corporations participating in the merger herein certified are as follows:

(i) IDEC Pharmaceuticals Corporation, which is incorporated under the laws of the State of California ("IDEC California") and

(ii) IDEC Pharmaceuticals Corporation, which is incorporated under the laws of the State of Delaware ("IDEC Delaware").

SECOND: An Agreement and Plan of Merger dated as of April 5, 1997 (the "Agreement of Merger") between IDEC California and IDEC Delaware has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware: to wit, by IDEC California in accordance with the laws of the State of its incorporation and by IDEC Delaware in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger herein certified is IDEC Delaware, which will, upon effectiveness of the merger, continue its existence as said surviving corporation under the name "IDEC Pharmaceuticals Corporation" upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The Amended and Restated Certificate of Incorporation of IDEC Delaware shall continue to be the Certificate of Incorporation of said surviving corporation without change or amendment until further amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

BPMPA1\AC6\0220386.02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 06/02/1997
971177919 - 2726078

TRADEMARK
REEL: 002094 FRAME: 0161

FIFTH: The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation. The address of the principal place of business of the surviving corporation is 11011 Torreyana Road, San Diego, California, 92121.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of IDEC California consists of (a) 50,000,000 shares of Common Stock, no par value, and (b) 8,000,000 shares of Preferred Stock, no par value.

EIGHTH: Pursuant to the Amended and Restated Certificate of Incorporation and the Bylaws of IDEC Delaware, which shall continue to be the Certificate of Incorporation and Bylaws of the surviving corporation, the directors of the surviving corporation are classified into three classes, as nearly equal in number as possible as determined by the board of directors, with (i) the term of office of the first class to expire at the 1998 Annual Meeting of Stockholders, (ii) the term of office of the second class to expire at the 1999 Annual Meeting of Stockholders and (iii) the term of office of the third class to expire at the 2000 Annual Meeting of Stockholders. On and after the effectiveness of the merger herein certified, the Board of Directors of the surviving corporation shall consist of eight (8) members divided into three classes, as follows:

Initial Class I Directors
Franklin P. Johnson, Jr.
Kazubiro Hashimoto

Initial Class II Directors
Lynn Schenk
John Groom
Charles G. Edwards, M.D.

Initial Class III Directors
Alan Burnett Glassberg, M.D.
William H. Rastetter, Ph.D.
William D. Young

Such individuals shall serve as directors of the surviving corporation upon and after the effectiveness until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the surviving corporation or the Bylaws of the surviving corporation.

NINTH: The officers of IDEC Delaware immediately prior to the effectiveness of the merger shall be the officers of the surviving corporation upon and after the effectiveness of the merger until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the surviving corporation or the Bylaws of the surviving corporation.

Dated: May 22, 1997

IDEC PHARMACEUTICALS CORPORATION,
a California corporation

By: /s/ WILLIAM H. RASTETTER
Name: William H. Rastetter
Title: *Chairman, President and Chief Executive Officer*

ATTEST:

/s/ KENNETH J. WOOLCOTT
Name: Kenneth J. Woolcott
Title: *Secretary*

IDEC PHARMACEUTICALS CORPORATION,
a Delaware corporation

By: /s/ WILLIAM H. RASTETTER
Name: William H. Rastetter
Title: *Chairman, President and Chief Executive Officer*

ATTEST:

/s/ KENNETH J. WOOLCOTT
Name: Kenneth J. Woolcott
Title: *Secretary*