



Tab settings → → → ▼ ▼

101598104

To the Honorable Commissioner of Patents and Trademarks. Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Kinetix Pharmaceuticals, Inc.**

1-22-01

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:
- Assignment
  - Security Agreement
  - Other
  - Merger
  - Change of Name

Execution Date: **December 29, 2000**

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

Name: **Amgen Inc.**

Internal Address:

Street Address: **One Amgen Center Drive**

City: **Thousand Oaks** State: **CA** ZIP: **91320**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
 (Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

**75/511,850**

B. Trademark Registration No.(s)

Additional numbers  Yes  No

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

Name: **F. James Coe**

Internal Address: **Bromberg & Sunstein LLP**

Street Address: **125 Summer Street**

City: **Boston** State: **MA** ZIP: **02110**

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:  
**19-4972**

DO NOT USE THIS SPACE

01/29/2001 DBYRNE 00000446 75511850  
01 FC:481 40.00 CP

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.*

**F. James Coe**  
Name of Person Signing

Signature

**January 18, 2001**  
Date

Total number of pages including cover sheet, attachments, and

**6**

**TRADEMARK**

*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:

"KINETIX PHARMACEUTICALS, INC.", A DELAWARE CORPORATION, WITH AND INTO "AMGEN INC." UNDER THE NAME OF "AMGEN 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 DECEMBER, A.D. 2000, AT 7:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2106150 8100M

001651903



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0884429

DATE: 12-29-00

TRADEMARK  
REEL: 002224 FRAME: 0917

FROM RICHARD S. LAYTON &amp; PINGER #10

(FRI) 12/29/00 7:36/51. STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 07:30 AM 12/29/2000  
 001651903 - 2106150

**CERTIFICATE OF OWNERSHIP AND MERGER  
 OF  
 KINETIX PHARMACEUTICALS, INC.  
 (a Delaware corporation)  
 WITH AND INTO  
 AMGEN INC.  
 (a Delaware corporation)**

**UNDER SECTION 253 OF THE GENERAL  
 CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Amgen Inc., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger of Kinetix Pharmaceuticals, Inc., a Delaware corporation ("Kinetix"), with and into the Company (the "Merger"):

1. The Company is the owner of 100% of the outstanding shares of capital stock of Kinetix.
2. The Board of Directors of the Company has determined to merge Kinetix with and into the Company with the Company remaining as the surviving corporation pursuant to Section 253 of the Delaware General Corporation Law and has adopted the following recitals and resolutions as of October 24, 2000:

**WHEREAS**, the Executive Committee of the Board of Directors (the "Executive Committee") has adopted and approved an Agreement and Plan of Merger (the "Merger Agreement"), among the Company, Amgen Acquisition Corp. II, a Delaware corporation and wholly-owned subsidiary of the Company ("Sub") and Kinetix Pharmaceuticals, Inc., a Delaware corporation ("Kinetix"), pursuant to which, among other things, Sub will merge (the "Merger") with and into Kinetix, with Kinetix continuing as the surviving corporation and becoming a wholly-owned subsidiary of the Company (the "Surviving Corporation");

**WHEREAS**, as contemplated by the Merger Agreement, the certificate of incorporation of the Surviving Corporation shall be amended and restated at and as of the effective time of the Merger to read as did the certificate of incorporation of Sub (except that the name of the surviving corporation will remain unchanged);

**WHEREAS**, as soon as feasible following the closing of the Merger and receipt of such consents and approvals as are necessary in the judgment of management, it is the intent of the Company to merge the Surviving Corporation, now a wholly-owned subsidiary of the Company, with and into the Company pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "Upstream Merger");

**WHEREAS**, there has been submitted to and considered by the Board of Directors (the "Board") a Certificate of Ownership and Merger (the "Certificate of Ownership") for filing with

FROM RICHARDS, LAYTON &amp; FINGER #10

(FBI) 12. 29' 00 7:37/ST. 7:35/NO. 4864083961 P 3

the Delaware Secretary of State merging the Surviving Corporation with and into the Company in substantially the form attached hereto as Annex A; and

**WHEREAS**, the Board has determined it is in the best interests of the Company and its stockholders to effect the Upstream Merger as soon as feasible, in the judgment of management, following the closing of the Merger and receipt of such consents and approvals as are necessary in the judgment of management.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby authorizes and approves the Upstream Merger and the filing of the Certificate of Ownership with the Delaware Secretary of State as soon as feasible, in the judgment of management, following the closing of the Merger and receipt of such consents and approvals as are necessary in the judgment of management.

**RESOLVED FURTHER**, that the Board declares the Upstream Merger advisable (within the meaning of Section 253 of the Delaware General Corporation Law) for, and in the best interests of, the Company and its stockholders.

**RESOLVED FURTHER**, that the Chief Executive Officer and President, Executive Vice President and Senior Vice President, Finance and Corporate Development and Chief Financial Officer of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute and file the Certificate of Ownership, in substantially the form presented to the Board, with such non-material changes or amendments thereto as such officer or officers deem necessary or appropriate, and to consummate the transactions contemplated by the Upstream Merger.

*General Authority And Ratification*

**RESOLVED, FURTHER**, that the Chief Executive Officer and President, Executive Vice President and the Senior Vice President, Finance and Corporate Development and Chief Financial Officer of the Company, each of them acting individually and each of the Secretary and the Assistant Secretaries of the Company, acting in conjunction with any of such officers of the Company, are hereby authorized and directed in the name of the Company and on its behalf, to do or to cause to be done any and all other acts and to execute and deliver any and all agreements, instruments and other documents as they shall deem necessary, appropriate or in furtherance of the full effectuation of the purposes of the foregoing resolutions and the consummation of the transactions contemplated by the preceding resolutions, the execution and delivery of such agreements, instruments and documents and the taking of such actions to be conclusive evidence of such officer's or officers' authority to do so in accordance with this resolution.

**RESOLVED FURTHER**, that any and all actions previously taken by any officer of the Company prior to the date hereof in furtherance of the foregoing resolutions be and they hereby are, ratified, confirmed and approved as the acts and deeds of the Company.

**RESOLVED FURTHER**, that the Secretary of the Company and each of the Assistant Secretaries are hereby authorized to certify and attach hereto any and all specific resolutions

FROM RICHARDS, LAYTON & FINGER #10

(FR) 12.29.00 7:37/ST. 7:35/NO. 4864089861 P 4

consistent with the matters discussed in these minutes, which specific resolutions shall be deemed a part of these minutes as if originally contained herein.

FROM RICHARDS, LAYTON & FINGER #10

(FRI) 12. 29' 00 7:38/ST. 7:35/NO. 406408386) P 5

IN WITNESS WHEREOF, AMGEN INC. has caused this Certificate of Ownership and Merger to be executed on this 29th day of December, 2000. The Merger shall be effective as of 12:01 a.m. Eastern Standard Time on January 1, 2001.

**AMGEN INC.,  
a Delaware corporation**

By: *Dennis M. Fenton*  
Dennis M. Fenton  
Executive Vice President