

6.29.01



101766717

To the Honorable Commissioner of Patent and Trademark Office

attached original documents or copy

1. Name of conveying party(ies):

Intermune Pharmaceuticals, Inc

Individual(s) Association

General Partnership Limited Partnership Corporation-State Delaware Other

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

3. Nature of conveyance:

Assignment Merger Security Agreement Change of Name Other

Execution Date: April 26, 2001

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

Name: Intermune, Inc.

Internal Address: JUN 29 2001

Street Address: 1710 Gilbreth Road

City: Burlingame State: CA ZIP 94010

Individual(s) citizenship 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

(Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2057655

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Mary O'Connor

Street Address: Five Palo Alto Square 3000 El Camino Real City: Palo Alto State: CA ZIP 94306-2155

6. Total number of applications and registration involved: 1

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

Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Mary C. O'Connor June 25, 2001 Mary C. O'Connor Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"INTERMUNE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INTERMUNE PHARMACEUTICALS, INC." UNDER THE NAME OF "INTERMUNE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF APRIL, A.D. 2001, AT 3 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1103033

DATE: 04-27-01

3174542 8100M

010202284

TRADEMARK
REEL: 002323 FRAME: 0229

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INTERMUNE, INC.,
a Delaware Corporation

INTO

INTERMUNE PHARMACEUTICALS, INC.
a Delaware Corporation

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

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

DOES HEREBY CERTIFY:

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

SECOND: That the 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 18th of April, 2001, determined to merge InterMune, Inc. into itself on the terms and conditions set forth in such resolutions:

RESOLVED, that InterMune, 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;

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

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

"ARTICLE I. The name of this corporation is InterMune, Inc."

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is hereby executed on behalf of the surviving corporation, InterMune Pharmaceuticals, Inc.

Dated as of April 26, 2001

INTERMUNE PHARMACEUTICALS, INC.

By: /s/ W. Scott Harkonen
W. Scott Harkonen
President, Chairman of the Board and
Chief Executive Officer