

08-31-2001



To the Honorable Commissioner of
thereof.

101829325

and the attached original documents or copy

<p>1. Name of conveying party(ies): <u>8-27-01</u> InterMune Pharmaceuticals, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <u>No</u></p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name Other _____</p> <p>Execution Date: April 26, 2001</p>	<p>2. Name and address of receiving party(ies): Name: InterMune, Inc. Street Address: 3280 Bayshore Blvd. City: Brisbane State: California ZIP: 94005</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/190,191 76/148,320</p>	<p>B. Trademark Registration No.(s) 2,465,992</p>

Additional numbers attached?

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mary C. O'Connor, Esq. Internal Address: Cooley Godward LLP Street Address: Five Palo Alto Square 3000 El Camino Real City: Palo Alto State: California ZIP : 94306-2155</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7.</p> <p>8. Total fee (37 CFR 3.41): \$90</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>please charge discrepancy or credit overpayment to 03-3118</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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 August 21, 2001
Mary C. O'Connor Date

Total number of pages including cover letter, cover sheet, attachments, and document: Six (includes check)

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

08/30/2001 DBYRNE 00000036 76190191
01 FC:481 40.00 DP
02 FC:482 50.00 DP
679060 v1/SF
#JYS01!.DOC

TRADEMARK
REEL: 002359 FRAME: 0477

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

3174542 8100M

AUTHENTICATION: 1103033

010202284

DATE: 04-27-01

TRADEMARK
REEL: 002359 FRAME: 0478

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