

06-10-2002



SHEET 11
U.S.
Y



05-28-2002

U.S. Patent & TMO/TM Mail Rpt Dt. #26

To the Honorable Commissione

102116291

the attached original d

1. Name of conveying party(ies):

Theravance, Inc.

5-28-02

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

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

2. Name and address of

Name: Advanced Medicine, Inc.
Address: 901 Gateway Blvd.
South San Francisco, CA 94080

- 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

(Designations must be a separate document from Assignment)

Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: April 3, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s).

76/244,860, 76/244,626, 76/244,859 and 76/244,861

Additional Numbers attached? Yes No

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

Name: Lauren J. Mandell

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....4

7. Total fee (37 CFR 3.41) \$ 115

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

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

05/07/2002 LMELLER 00000103 76244860

01 FC:401
02 FC:402

40.00 EP
75.00 EP

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.

Lauren J. Mandell
Name of Person Signing

La Mand
Signature

5/28/02
Date

Total number of pages comprising cover sheet: _____

Delaware

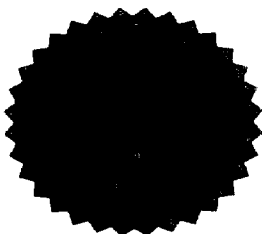
PAGE 1

The First 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:

"THERAVANCE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ADVANCED MEDICINE, INC." UNDER THE NAME OF "THERAVANCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF APRIL, A.D. 2002, AT 4 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1739312

DATE: 04-24-02

2684234 8100M

020260985

TRADEMARK

REEL: 002520 FRAME: 0860

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THERAVANCE, INC

INTO

ADVANCED MEDICINE, INC.

**Pursuant to section 253 of the
General Corporation Law of the State of Delaware**

Advanced Medicine, Inc., a corporation organized and existing under the General Corporation Laws of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Company owns all of the outstanding shares of capital stock of Theravance, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Subsidiary").

SECOND: That the Company has determined to merge the Subsidiary into itself and its Board of Directors duly adopted the following at a meeting of the Board of Directors on the 24th day of February, 2002:

WHEREAS, the Board desires to merge Theravance, Inc., a wholly owned subsidiary of the Company, into the Company (the "Merger");

WHEREAS, in connection with the Merger, the Board wishes the Company remain as the surviving entity and to assume the name of its wholly owned subsidiary, Theravance, Inc.;

NOW THEREFORE BE IT RESOLVED, that Theravance, Inc., the Company's wholly owned subsidiary, be merged with and into the Company and that the Company be the surviving corporation in such merger;

RESOLVED FURTHER, 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;

RESOLVED FURTHER, that upon the effectiveness of the Merger, the Company shall assume all of the liabilities and obligations of Theravance, Inc.;

RESOLVED FURTHER, that upon the effectiveness of the Merger, the name of the Company shall be changed to "Theravance, Inc." and Article I of the Restated Certificate of Incorporation of the Company shall be amended to read as follows:

"The name of the corporation is Theravance, Inc.."

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from any third parties or governmental or regulatory agencies as may be necessary or advisable to carry out the Merger;

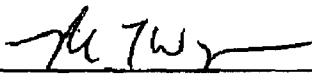
RESOLVED FURTHER, that, the Company's Chief Executive Officer, Chief Financial Officer and Secretary be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to (i) execute a Certificate of Ownership and Merger reflecting these resolutions, under which the Company would effect the Merger, and (ii) to prepare and cause to be filed the Certificate of Ownership and Merger and any related officers' certificates or other documents required to be filed with the appropriate governmental offices in the State of Delaware in accordance with the laws applicable to consummate the Merger;

RESOLVED FURTHER, that there is hereby adopted and incorporated by reference the full text of any resolution that may be required by any person or entity in connection with the Merger, and that the Secretary of the Company is hereby authorized and empowered to certify to such person or entity that any such form of resolution so required has been adopted at this meeting; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to (i) prepare and cause to be filed any related certificates or other documents required to be filed with the appropriate governmental offices in the State of Delaware in accordance with applicable laws in order to consummate the Merger and to change the name of the Company, and (ii) to make all such arrangements, to do and perform all such acts and things, to execute and deliver all such officers' certificates and such other instruments and documents, to effect all filings and qualifications, and to take all further action as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

IN WITNESS WHEREOF, the Company has caused this certificate to be signed
by Rick E Winningham, its Chief Executive Officer this 3rd day of ~~April~~, 2002.

ADVANCED MEDICINE, INC.

By: 
Name: Rick E Winningham
Title: Chief Executive Officer