

FORM PTO-1594

(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



102143337

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Micro-Pak, Inc.

6-25-02

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

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

2. Name and address of receiving party(ies)

Name: Novavax, Inc.

Internal Address: _____

Street Address: 8620 Guilford Road

City: Columbia State: MD ZIP: 21046

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) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 18, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED

Additional numbers attached? Yes No

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

Name: Ann Lamport Hammitte

Internal Address: Lahive & Cockfield, LLP

Street Address: 28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-0080

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.

Ann Lamport Hammitte *[Signature]* 6/25/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

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

TRADEMARK
REEL: 002537 FRAME: 0019

07/03/2002 LMIJELER 00000092 120080
 01 FC:481
 02 FC:482
 40.00 CH
 50.00 CH
 1821972
 95:11/10

4.B. Registration number(s):

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
1827972	APPLY & DRY	29MR1994
1710953	NOVASOME	01SE1992
1609538	MICRO PEARLS	14AU2000


ASSIGNMENT

WHEREAS, **MICRO-PAK, INC.**, a corporation incorporated on the 20th day of May, 1987, pursuant to the General Corporation Law of the State of Delaware, has adopted, used, and is using, those trademarks identified in **Exhibit A** by Registration Date, Registration Number and Trademark Name (hereinafter the "Marks"); and

WHEREAS, **NOVAVAX, INC.**, a corporation incorporated on the 18th day of June, 1987, pursuant to the General Corporation Law of the State of Delaware, is desirous of acquiring said marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and pursuant to a Certificate of Ownership and Merger, a certified copy of which is attached hereto as **Exhibit B**, merging Lipovax, Inc., Micro-Pak, Inc. and Micro Vesicular Systems, Inc. with and into Novavax, Inc, **MICRO-PAK, INC.** does hereby assign unto **NOVAVAX, INC.** all rights, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the Registrations identified in **Exhibit A**, and the right to recover for past infringement of the Marks.

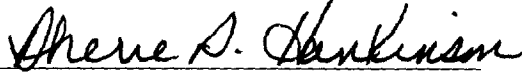
Date: 6/18/02



John A. Spears
President

Commonwealth of Maryland)
) ss
County of Howard)

Then personally appeared the above-named John A. Spears and acknowledged the foregoing instrument to be his free act and deed, before me, this 18th day of June, 2002.



Notary Public
SHEPRE S. HANKINSON
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 8, 2003
My commission expires: _____

Exhibit A

<u>Mark</u>	<u>Registration No.</u>	<u>Country</u>	<u>Registration Date</u>
APPLY & DRY	1827972	United States	29MR1994
NOVASOME	1710953	United States	01SE1992
NOVASOME	1769163	Spain	25JE1993
NOVASOME	93478240	France	28JL1993
MICRO PEARLS	540728	Belize	29SE1993
NOVASOME	544156	Belize	29SE1993
APPLY & DRY	161657	Columbia	29JL1994
MICRO PEARLS	1609538	United States	14AU2000

Delaware

PAGE 1

The First State

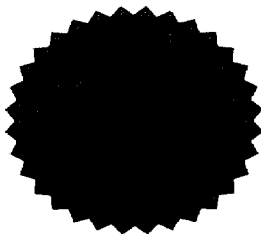
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LIPOVAX, INC.", A DELAWARE CORPORATION,

"MICRO-PAK, INC.", A DELAWARE CORPORATION,

"MICRO VESICULAR SYSTEMS, INC.", A DELAWARE CORPORATION,

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2129598 8100M

AUTHENTICATION: 1780688

020312122

DATE: 05-16-02

TRADEMARK
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LIPOVAX, INC., MICRO-PAK, INC. AND MICRO VESICULAR SYSTEMS, INC.

INTO

NOVAVAX, INC.

Novavax, Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 18th day of June, 1987, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the capital stock of (i) Lipovax, Inc., a corporation incorporated on the 30th day of September, 1991, pursuant to the General Corporation Law of the State of Delaware and (ii) Micro-Pak, Inc., a corporation incorporated on the 20th day of May, 1987, pursuant to the General Corporation Law of the State of Delaware and (iii) Micro Vesicular Systems, Inc., a corporation incorporated on the 20th day of May, 1987, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting of the Board of Directors held on March 6, 2002, determined to merge Lipovax, Inc., Micro-Pak, Inc. and Micro Vesicular Systems, Inc. into this corporation.

1. Approval of Merger.

The Board of Directors hereby authorizes and approves the merger of each of Lipovax, Inc., Micro-Pak, Inc. and Micro Vesicular Systems, Inc. (the "Subsidiaries") with and into the Corporation (the "Merger") and hereby agrees that upon such Merger, Novavax, Inc. shall assume all of the liabilities and obligations of the Subsidiaries.

2. Filing of Certificate of Ownership and Merger in Delaware.

That the President of this Corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger ("Certificate") setting forth a copy of the resolutions to merge the Subsidiaries into the Corporation and for the Corporation to assume the liabilities and obligations of the Subsidiaries, and the date of adoption of these resolutions, and to cause the same to be filed with the Secretary of State of Delaware. The execution and delivery of the Certificate by the

President shall be conclusive evidence that the Certificate as executed have been authorized by the Board of Directors of the Corporation.

3. Effective Date of Merger.

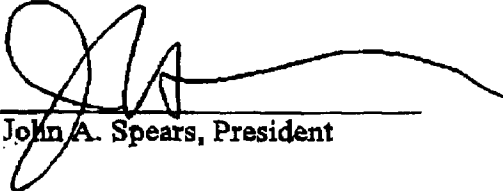
The Merger shall be effective upon filing with the Secretary of State of Delaware of the Certificate.

4. Authorization of Officers.

Each of the officers of the Corporation hereby is authorized to execute and deliver any other document or take any action as he may deem necessary or desirable to effectuate and carry out the votes adopted hereby, the execution and delivery of such documents and the taking of such actions by an officer to be conclusive evidence that those documents and actions have been authorized by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, Novavax, Inc. has caused this Certificate of Ownership and Merger to be signed by John A. Spears, its President, this 6th day of March, 2002.

NOVAVAX, INC.

By: 
John A. Spears, President