

12-11-2002

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Aurora Biosciences Corporation

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

Execution Date: July 1, 2002

2. Name and address of receiving party(ies)

Name: Vertex Pharmaceuticals (San Diego) LLC

Internal Address:

Street Address: 11010 Torreyana Road

City: San Diego State: CA Zip: 92121

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2575217

Additional number(s) attached Yes No

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

Name: Gretchen R. Stroud, Esq.

Internal Address: Cooley Godward, LLP

12/10/2002 TDIAZ1 00000033 033118 2575217

01 FC: 4521 40.00 CH

Street Address: 4401 Eastgate Mall

City: San Diego State: CA Zip: 92121

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:

03-3118

DO NOT USE THIS SPACE

9. Signature.

Gretchen R. Stroud, Esq.

Name of Person Signing

Gretchen R. Stroud

Signature

11/19/2002

Date

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK REEL: 002631 FRAME: 0061

Delaware

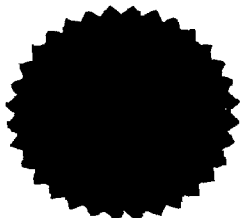
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The First State

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 MERGER, WHICH MERGES:

"AURORA BIOSCIENCES CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "VERTEX PHARMACEUTICALS (SAN DIEGO) LLC" UNDER THE NAME OF "VERTEX PHARMACEUTICALS (SAN DIEGO) LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.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

3527982 8100M

AUTHENTICATION: 1861779

020424619

DATE: 07-01-02

TRADEMARK
REEL: 002631 FRAME: 0062

CERTIFICATE OF MERGER
OF
AURORA BIOSCIENCES CORPORATION
INTO
VERTEX PHARMACEUTICALS (SAN DIEGO) LLC

Pursuant to §264 of the Delaware General Corporation Law and §18-209 of the Delaware Limited Liability Company Act, each of the undersigned Aurora Biosciences Corporation, a Delaware corporation and Vertex Pharmaceuticals (San Diego) LLC, a Delaware limited liability company, submits the following Certificate of Merger for filing and certifies that:

1. The constituent business entities participating in the merger herein certified are:
 - a. Aurora Biosciences Corporation, a corporation incorporated under the laws of the State of Delaware ("Aurora"); and
 - b. Vertex Pharmaceuticals (San Diego) LLC, a limited liability company formed under the laws of the State of Delaware ("Vertex San Diego").
2. A Plan and Agreement of Merger, dated July 1, 2002, has been approved, adopted, certified, executed and acknowledged by Aurora in accordance with §264 of the Delaware General Corporation Law and by Vertex San Diego in accordance with §18-209 of the Delaware Limited Liability Company Act.
3. The name of the surviving limited liability company is Vertex Pharmaceuticals (San Diego) LLC.
4. The merger shall become effective on the filing of this certificate of merger with the Secretary of State of the State of Delaware.
5. The Plan and Agreement of Merger is on file at a place of business of the surviving limited liability company, Vertex Pharmaceuticals (San Diego) LLC, which is located at 11010 Torreyana Road, La Jolla, California.
6. A copy of the agreement of merger will be furnished by Vertex Pharmaceuticals (San Diego) LLC, on request and without cost, to any member of Vertex San Diego or any stockholder of Aurora.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 1st day of July, 2002, and is being filed in accordance with §264 of the Delaware General Corporation Law and §18-209 of the Delaware Limited Liability Act by an authorized person of each of Aurora Biosciences Corporation, the merged corporation, and Vertex Pharmaceuticals (San Diego) LLC, the surviving limited liability company in the merger.

Vertex Pharmaceuticals (San Diego) LLC

By: 

Ian E. Smith, Treasurer

Aurora Biosciences Corporation

By: 

Ian E. Smith, Treasurer