

2.25.03

TO THE ASSISTANT COMMISSIONER

1. Name of conveying party: (If mu numerically)



102370153

1 the attached original documents or copy thereof. d address of receiving party(ies):

CTL ImmunoTherapies Corp.

Name: MannKind Corporation
Street Address: 28903 North Avenue Paine
City: Valencia State: CA ZIP: 91355

- ( ) Individual
( ) Association
( ) General Partnership
( ) Limited Partnership
(X) Corporation - State, Delaware
( ) Other:

- ( ) Individual
( ) Association
( ) General Partnership
( ) Limited Partnership
(X) Corporation - State, Delaware
( ) Other:

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: ( ) Yes (X) No

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(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
( ) Yes (X) No

3. Nature of conveyance:

- ( ) Assignment
(X) Merger
( ) Security Agreement
( ) Change of Name
( ) Other:

4. Application number or registration number(s):

a. Trademark Application Nos:

- 76/052,440
76/046,342
76/046,343
75/982,996
76/288,069
76/288,477

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b. Trademark Registration No(s):

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) December 16, 2002

Additional numbers attached? ( ) Yes (X) No

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

Name: Marc T. Morley
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Fourteenth Floor
Street Address: 2040 Main Street
City: Irvine State: CA ZIP: 92614
Attorney's Docket No.: CTLIMM.011T

7. Total fee (37 CFR 1.21(h)): \$165.00

(X) Enclosed
( ) Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 6

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.

Marc T. Morley
Name of Person Signing

[Signature]

2/20/03
Date

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:

02/25/2003 6TON11 00000040 76052440
01 FC:8521 40.00 OP
02 FC:8522 125.00 OP

U.S. Patent and Trademark Office
Attn: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202

# Delaware

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*The First State*

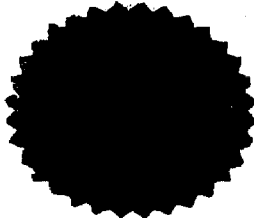
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALLECURE CORP.", A DELAWARE CORPORATION,

"CTL IMMUNOTHERAPIES CORP.", A DELAWARE CORPORATION,

WITH AND INTO "MANKIND CORPORATION" UNDER THE NAME OF "MANKIND CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, 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

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AUTHENTICATION: 2166069

020792240

DATE: 12-23-02

TRADEMARK  
REEL: 002675 FRAME: 0884

**CERTIFICATE OF OWNERSHIP AND  
MERGER OF SUBSIDIARIES INTO PARENT**

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
CTL IMMUNOTHERAPIES CORP. AND ALLECURE CORP.  
INTO  
MANNKIND CORPORATION**

MannKind Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of CTL ImmunoTherapies Corp., a Delaware corporation, and all of the outstanding shares of each class of capital stock of AlleCure Corp., a Delaware corporation.

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 15th day of December, 2002, determined to merge into itself CTL ImmunoTherapies Corp. and AlleCure Corp. on the conditions set forth in such resolutions:

**RESOLVED:** That MannKind Corporation merge into itself its subsidiary, CTL ImmunoTherapies Corp., and its subsidiary, AlleCure Corp., and assume all of said subsidiaries' liabilities and obligations;

**FURTHER RESOLVED:** That the President and the Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said CTL ImmunoTherapies Corp. and said AlleCure Corp. into this corporation and to assume said subsidiaries' liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware.

**FOURTH:** That the mergers of CTL ImmunoTherapies Corp. and AlleCure Corp. into MannKind Corporation shall not become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, but shall become effective on December 31, 2002.

**IN WITNESS WHEREOF,** said MannKind Corporation has caused its corporate seal to be affixed and this certificate to be signed by David Thomson, its authorized officer, this 16th day of December, 2002.

**MANNKIND CORPORATION**

By David Thomson  
Title Secretary

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