

04-17-2003

Attorney Docket No. 15225T-001800US

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

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U.S. DEPARTMENT OF COMMERCE
U.S. 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): **415-03**
 Inhale Therapeutic Systems, Inc.

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

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Name: Nektar Therapeutics
 Internal Address: _____
 Street Address: 150 Industrial Road
 City: San Carlos State: CA ZIP: 94070

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
 (Designation 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: January 13, 2003

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

A. Trademark Application No(s): 75/580,984

B. Trademark Registration No(s): 2,513,487; 2,257,971; 2,496,149

Additional number(s) attached? Yes No

6. Total number of applications and registrations involved 13

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

Name: Bruce W. Schwab, Esq.
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

04/16/2003 LMUELLER 00000201 201430 75580984
 01 FC:8521 40.00 CH
 02 FC:8522 300.00 CH

7. Total fee (37 CFR 3.41): \$340.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 20-1430

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

OFFICE OF PUBLIC RECORDS
 APR 15 AM 8:05
 FINANCE SECTION

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.

Bruce W. Schwab [Signature] 4/9/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 2

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

SF 1449969 v1

TRADEMARK
 REEL: 002716 FRAME: 0037

1. Additional name(s) of conveying party(ies):
(Continued from Page 1)

2. Additional name(s) and address(es) of receiving party(ies):
(Continued from Page 1)

3. Additional application number(s) or registration number(s):
(Continued from Page 1)

A. Trademark Application No.(s) ;

75/581,338
76/043,536
76/304,104
78/157,780
78/157,784
78/157,764
76/975,102
76/040,280
78/203,287

B. Trademark Registration No.(s)

SF 165907 v1
SF 1449969 v1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 01/13/2003
030022105 - 2903970

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NEKTAR MERGER SUB, INC.

WITH AND INTO

INHALE THERAPEUTIC SYSTEMS, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

INHALE THERAPEUTIC SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware (this "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on June 3, 1998, pursuant to the Delaware General Corporation Law (the "**DGCL**"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.0001 par value per share, of Nektar Merger Sub, Inc., a corporation incorporated on January 10, 2003 (the "**Merger Sub**"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof, filed with the minutes of its Board of Directors, pursuant to Section 141(f) of the DGCL, on January 10, 2003, determined to, and effective on Wednesday, January 15, 2003 at 12:01 a.m., merge the Merger Sub with and into itself (the "**Merger**");

RESOLVED, that the Merger Sub be merged with and into the Corporation (the "**Merger**") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective on Wednesday, January 15, 2003 at 12:01 a.m., pursuant to Section 253 of the General Corporation Law of the State of Delaware, of a Certificate of Ownership and Merger (the "**Certificate of Merger**") with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, (i) the Corporation shall assume all of the liabilities and obligations of the Merger Sub, (ii) the name of the Corporation shall be changed from "Inhale Therapeutic

Systems, Inc." to "Nektar Therapeutics" and (iii) Article I of the Certificate of Incorporation of the Corporation shall be amended and restated to read as follows:

The name of this corporation is Nektar Therapeutics

FOURTH: That the surviving corporation (the "*Surviving Corporation*") shall be Inhale Therapeutic Systems, Inc.

FIFTH: That from and after the effective time of the Merger, the Certificate of Incorporation, as amended, of Inhale Therapeutic Systems, Inc. shall be the Certificate of Incorporation of the Surviving Corporation and Article I of the Certificate of Incorporation shall be amended and restated to read as follows:

The name of this Corporation is Nektar Therapeutics.

Attached hereto as Exhibit A is a Certificate of Total Assets, stating that the Corporation's total assets, as defined in Section 503(i) of the DGCL, are not less than \$10,000,000.

SIXTH: That the Merger shall become effective on Wednesday, January 15, 2003 at 12:01 a.m.

IN WITNESS WHEREOF, Inhale Therapeutic Systems, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 13th day of January, 2003.

INHALE THERAPEUTIC SYSTEMS, INC.

By: /s/ Ajit S. Gill
Ajit S. Gill
President and Chief Executive Officer

EXHIBIT A
CERTIFICATE OF TOTAL ASSETS
OF
INHALE THERAPEUTIC SYSTEMS, INC.

264024 v1/EN
5NQ0011.DOC

**CERTIFICATE OF TOTAL ASSETS
OF
INHALE THERAPEUTIC SYSTEMS, INC.**

INHALE THERAPEUTIC SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware (this "*Corporation*"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on June 3, 1998, pursuant to the Delaware General Corporation Law (the "*DGCL*").

SECOND: That as of the date hereof, this Corporation's total assets, as defined in Section 503(i) of the *DGCL*, are not less than \$10,000,000.

Delaware

PAGE 1

The First State

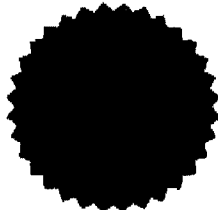
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEKTAR MERGER SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INHALE THERAPEUTIC SYSTEMS, INC." UNDER THE NAME OF "NEKTAR THERAPEUTICS", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JANUARY, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTEENTH DAY OF JANUARY, A.D. 2003, AT 12:01 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

2903970 8100M

AUTHENTICATION: 2199245

030022105

DATE: 01-13-03