

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Myogen, Inc.		11/17/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Gilead Colorado, Inc.
Street Address:	7575 West 103rd Avenue
Internal Address:	Suite 102
City:	Westminster
State/Country:	COLORADO
Postal Code:	80021
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Serial Number:	78521271	ELIBREZE
Serial Number:	78521270	ERABRĚZ
Serial Number:	78521268	ERASPĪR
Serial Number:	78535741	INOXIR
Serial Number:	78535743	IONEER
Serial Number:	78535745	JOUREN
Serial Number:	78521258	LETAIRE
Serial Number:	78521260	LETAIRIS
Serial Number:	78521262	LETARIES
Serial Number:	78521264	LETARIS
Registration Number:	2577838	MYOGEN
Registration Number:	2573247	MYOGEN
Registration Number:	2629179	PERFAN

CH \$615.00 78521271

Serial Number:	78535749	PRASANA
Serial Number:	78535752	PREKKA
Serial Number:	78535757	REZIRIS
Serial Number:	78521265	RIZETA
Serial Number:	78535761	TRACIRA
Serial Number:	78535764	VALLAS
Serial Number:	78521256	VIMBRIA
Serial Number:	78521253	VOBRIA
Serial Number:	78521251	VOLIBRIS
Serial Number:	78521249	VRISPIR
Serial Number:	78535766	XONEER

CORRESPONDENCE DATA

Fax Number: (720)566-4099
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 720-566-4000
Email: trademarks@cooley.com
Correspondent Name: Cooley Godward Kronish LLP
Address Line 1: 380 Interlocken Crescent
Address Line 2: Suite 900
Address Line 4: Broomfield, COLORADO 80021-8023

ATTORNEY DOCKET NUMBER:	139860-201
NAME OF SUBMITTER:	Andrew Hartman
Signature:	/Andrew Hartman/
Date:	12/06/2006

Total Attachments: 8
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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 OWNERSHIP, WHICH MERGES:

"MUSTANG MERGER SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "MYOGEN, INC." UNDER THE NAME OF "GILEAD COLORADO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2006, AT 1:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2006, AT 4:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2897720 8100M

061056567

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5206293

DATE: 11-17-06

TRADEMARK

REEL: 003439 FRAME: 0546

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:25 PM 11/17/2006
FILED 01:29 PM 11/17/2006
SRV 061056567 - 2897720 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
MUSTANG MERGER SUB, INC.,
WITH AND INTO
MYOGEN, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

MUSTANG MERGER SUB, 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 September 28, 2006, pursuant to the Delaware General Corporation Law, the provisions of which permit the merger of a parent corporation organized and existing under the laws of such State into a subsidiary corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns at least ninety percent (90%) of the outstanding shares of the common stock, \$0.001 par value per share ("Myogen Common Stock"), of Myogen, Inc., a corporation incorporated in May 15, 1998, pursuant to the Delaware General Corporation Law ("Myogen"), 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 Delaware General Corporation Law, on October 1, 2006, determined to, and effective as of 4:01 p.m. EASTERN STANDARD TIME on November 17, 2006 shall, merge itself with and into Myogen (the "Merger"):

AGREEMENT AND PLAN OF MERGER

WHEREAS, the Board of Directors of the Corporation believes that it is advisable and in the best interests of the Corporation for the Corporation: (i) to enter into an Agreement and Plan of Merger with the Corporation's parent corporation, Gilead Sciences, Inc., a Delaware corporation ("Gilead"), and Myogen in the form presented to the Board of Directors of the Corporation (the "Merger Agreement"); (ii) to make a cash tender offer to acquire all of the outstanding shares of Myogen Common Stock at a price of \$52.50 per share of Myogen Common Stock, net to the seller in cash (the "Offer Price"), without interest thereon, upon the terms and subject to the conditions set forth in the Merger Agreement (the "Tender Offer"); and (iii) to merge with and into Myogen upon the terms and subject to the conditions set forth in the Merger Agreement following the acquisition by the Corporation of Myogen Common Stock validly tendered (and not withdrawn) in the Tender Offer (the merger of the Corporation with and into Myogen being referred to as the "Merger," and together with the Tender Offer, the "Transactions").

NOW, THEREFORE, BE IT RESOLVED, that that the Board of Directors of the Corporation believes that it is advisable and in the best interests of the Corporation for

the Corporation to enter into the Merger Agreement, and the Board of Directors of the Corporation hereby approves the Merger Agreement and declares its advisability; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Corporation, to execute and deliver the Merger Agreement and any other agreements, certificates and other documents referred to therein or contemplated thereby, and to cause the Corporation to perform its obligations thereunder; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to submit the Transactions and the Merger Agreement to the Corporation's sole stockholder for its approval and adoption, in a manner consistent with the provisions of all applicable state and federal laws, and to take all such other actions that any of them deem to be necessary or appropriate to obtain the approval and adoption of the Transactions and the Merger Agreement by the Corporation's sole stockholder; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Corporation, to take any action necessary or appropriate to commence and purchase shares of Myogen Common Stock validly tendered (and not withdrawn) in the Tender Offer, and to make such changes to the terms and conditions of the Tender Offer (consistent with the provisions of the Merger Agreement) as such officers may determine to be necessary or appropriate, such approval to be conclusively evidenced by the filing of a definitive copy of the Offer to Purchase relating to the Tender Offer with the Securities and Exchange Commission (the "Commission") as an exhibit to the Tender Offer Statement on Schedule TO relating to such Tender Offer (the "Schedule TO"); and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Corporation, to cause to be prepared, to execute on behalf of the Corporation and to cause to be filed with the Commission the Schedule TO (and all amendments thereto), with such changes as such officers may approve, such approval to be conclusively evidenced by such execution and filing with the Commission, and any other appropriate schedules, statements, reports and other documents, including any amendment thereto, required under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), in connection with the Tender Offer, and to cause to be prepared, to execute and to cause to be filed any other appropriate schedules, statements, reports or documents or any amendments thereto as may be required to be filed with the Commission in connection with the Tender Offer; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to make from time to time, such changes in the terms and conditions of the Tender Offer that are approved by the appropriate officers of the Corporation, and the appropriate officers of the Corporation are hereby authorized to take all necessary action to cause the Tender Offer to be so amended, including, without limitation, preparing appropriate amendments to the Offer to Purchase relating to the Tender Offer, the Letter of Transmittal relating to the Tender Offer, the Schedule TO and related offering documents; and

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FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and for and on behalf of the Corporation, at such time as said officers may determine to be appropriate, (i) to deliver a request for a stockholder list pursuant to Rules 14d-5 and 14a-7 of the rules and regulations promulgated under the Exchange Act and (ii) in general, to take such other actions that, in the judgment of the officer taking such actions, may be necessary or appropriate in order to obtain a stockholder list, security position listing and related corporate documents and records of Myogen; and

FURTHER RESOLVED, that the Merger is hereby approved, and the payment by the Corporation in cash of the amount per share to be paid for Myogen Common Stock in the Tender Offer (as such amount may be adjusted pursuant to the Merger Agreement), without interest thereon, in exchange for each share of Myogen Common Stock outstanding immediately prior to the effective time of the Merger (other than shares of Myogen Common Stock held by the Corporation or Gilead or any of its other wholly-owned subsidiaries) is hereby authorized and approved; and

FURTHER RESOLVED, that all prior actions taken by the officers of the Corporation with respect to the preparation and negotiation of each of the Merger Agreements, and each other agreement, document or instrument related to the Transactions be, and each of them hereby is, authorized, ratified and approved; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take such further action as each may deem necessary or appropriate to carry out the intent of the above resolutions.

FOURTH: That the Merger has been approved by the holder of all of the outstanding stock of this Corporation entitled to vote thereon by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

FIFTH: 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 Delaware General Corporation Law, on November 14, 2006, determined that effective as of the effective time of the Merger the surviving corporation (the "Surviving Corporation") shall be named "Gilead Colorado, Inc.":

WHEREAS, the Board of Directors of the Corporation approved the Agreement and Plan of Merger with the Corporation's parent corporation, Gilead Sciences, Inc., a Delaware corporation ("Gilead"), and Myogen, Inc., a Delaware corporation (the "Myogen") in the form presented to the Board of Directors of the Corporation (the "Merger Agreement"); and

WHEREAS, pursuant to the Merger Agreement, the Corporation will merge with and into the Myogen (the "Merger") with the Myogen being the surviving corporation of the Merger (the "Surviving Corporation").

NOW, THEREFORE, BE IT RESOLVED, that at the effective time of the Merger, the name of the Surviving Corporation shall be "Gilead Colorado, Inc."

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take such further action as each may deem necessary or appropriate to carry out the intent of the above resolution.

SIXTH: That from and after the effective time of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in **Exhibit A** attached hereto.

SEVENTH: That the Merger shall become effective at 4:01 p.m. EASTERN STANDARD TIME on November 17, 2006.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Mustang Merger Sub, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of the 17th day of November, 2006.

MUSTANG MERGER SUB, INC.

By: John F. Milligan
Name: John F. Milligan, Ph.D.
Title: President

ATTESTED TO:

By: Gregg H. Alton
Name: Gregg H. Alton
Title: Secretary

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GILEAD COLORADO, INC.**

I.

The name of this corporation is Gilead Colorado, Inc.

II.

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801, and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock which the corporation is presently authorized to issue is One Thousand (1,000) shares, each having a par value of one cent (\$0.01).

V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Subject to Section (45) of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the Stockholders entitled to vote. The Board of Directors shall also have the power to adopt, amend or repeal the Bylaws.

C. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

D. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the

Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the corporation.

VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.