

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/20/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Diversa Corporation		06/20/2007	CORPORATION: DELAWARE
Subverday, Inc.		06/20/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Verenium Corporation
Street Address:	4955 Directors Place
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Serial Number:	77199767	VERENIUM
Serial Number:	77188316	VERENIUM
Serial Number:	77188333	THE NATURE OF ENERGY

**CORRESPONDENCE DATA**

Fax Number: (858)272-0221  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 858-272-0227  
 Email: jkim@ipla.com  
 Correspondent Name: John M. Kim  
 Address Line 1: 1940 Garnet Avenue  
 Address Line 2: Suite 230  
 Address Line 4: San Diego, CALIFORNIA 92109

NAME OF SUBMITTER:	John M. Kim
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**TRADEMARK**

OP \$90.00 77199767

Signature:	/John M. Kim/
Date:	07/05/2007
Total Attachments: 4 source=Certificate of Merger#page1.tif source=Certificate of Merger#page2.tif source=Certificate of Merger#page3.tif source=Certificate of Merger#page4.tif	

# Delaware

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*The First State*

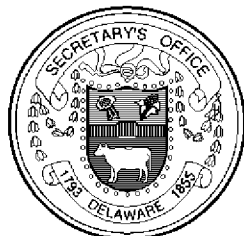
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SUBVERDAY, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "DIVERSA CORPORATION" UNDER THE NAME OF  
"VERENIUM CORPORATION", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTIETH DAY OF JUNE, A.D. 2007, AT 3:54  
O'CLOCK P.M.

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

2319755 8100M

070731892



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5777755

DATE: 06-20-07

TRADEMARK  
REEL: 003575 FRAME: 0224

**CERTIFICATE OF OWNERSHIP AND MERGER  
MORGING**

**SUBVERDAY, INC.**  
(a Delaware corporation)

**INTO  
DIVERSA CORPORATION**  
(a Delaware corporation)

**(Pursuant to Section 253 of the Delaware  
General Corporation Law)**

Diversa Corporation, a Delaware corporation (the "*Corporation*"), which is organized and existing under and by virtue of the Delaware General Corporation Law (the "*DGCL*"), does hereby certify that:

**FIRST:** The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Diversa Corporation	Delaware
Subverday, Inc.	Delaware

**SECOND:** The Corporation owns one hundred percent (100%) of the outstanding shares of each class of the capital stock of Subverday, Inc., a Delaware corporation (the "*Subsidiary*").

**THIRD:** The Corporation, by the following resolutions of its Board of Directors (the "*Board*") duly adopted by the Board on June 19, 2007, determined to merge into itself the Subsidiary on the conditions set forth in such resolutions:

**WHEREAS,** the Corporation is the legal and beneficial owner of all of the outstanding shares of capital stock of the Subsidiary;

**WHEREAS,** the Board of Directors of the Corporation (the "*Board*") considers it to be in the best interests of the Corporation to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DCGL (the "*Merger*"); and

**WHEREAS,** in connection with the Merger, the Board believes it is in the best interests of the Corporation to change the name of the Corporation to "Verenium Corporation";

**RESOLVED,** that the Board approves the Merger pursuant to the following terms:

1. upon the effectiveness of the Merger, each outstanding share of capital stock of the Subsidiary shall cease to be outstanding, without any payment being made in respect thereof;
2. the Corporation shall be the surviving corporation in the Merger and shall assume all of the liabilities and obligations of the Subsidiary; and
3. upon effectiveness of the Merger, the name of the Corporation shall be changed to "Verenium Corporation";

**RESOLVED FURTHER**, that the proper officers of the Corporation be, and they hereby are, directed (i) to make and execute a Certificate of Ownership and Merger meeting the requirements of Section 253 of the DGCL (the "*Certificate of Ownership and Merger*") and setting forth a copy of these resolutions to so merge the Subsidiary with and into the Corporation and providing for the Corporation to assume the Subsidiary's obligations on the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware; and (ii) to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the Merger; and

**RESOLVED FURTHER**, that the Merger shall become effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

**FOURTH:** The Corporation shall be the surviving corporation in the Merger. Upon the effectiveness of the filing of this Certificate of Ownership and Merger, the Corporation will change its name to "Verenium Corporation".

**FIFTH:** The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

**SIXTH:** This Certificate of Ownership and Merger shall be effective upon filing.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is hereby executed on behalf of the Corporation by an officer thereunto duly authorized as of June 20, 2007.

**DIVERSA CORPORATION**  
a Delaware corporation

By: /s/Edward T. Shonsey  
Edward T. Shonsey  
Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]

543380 v2/SD

**RECORDED: 07/05/2007**

**TRADEMARK**

**REEL: 003575 FRAME: 0227**