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12-22-1998

U.S. DEPARTMENT OF COMMERCE



HEET

Patent and Trademark Office
Docket No. 30414-24000.00

100926177

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


<p>1. Name of conveying party: Trilex Pharmaceuticals, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Delaware <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Titan Pharmaceuticals, Inc. Internal Address: * Street Address: 8777 N. Gainey Center Drive City: Scottsdale State: AZ ZIP: 85258</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>August 8, 1997</u></p>	

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

If this document is being filed together with a new application, the execution date of the application

<p>A. Trademark Application No.(s) <u>75/206,153; 75/422,922; 75/422,453</u></p>	<p>B. Registration No. <u>11-30-1998</u></p>
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Additional numbers attached? Yes No



U.S. Patent & TMOfc/TM Mail RcptDt. #40

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Lynn M. Humphreys Morrison & Foerster LLP 425 Market Street San Francisco, California 94105-2482</p>	<p>6. Total number of applications and trademark registrations involved: 3</p> <p>7. Total fee (37 C.F.R. § 3.41): \$90</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account, referencing Attorney Docket 30414-24000.00</p> <p>8. Deposit account number: <u>03-1952</u></p>
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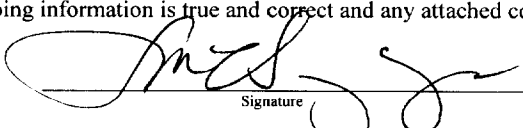
The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

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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.

Name: Lynn M. Humphreys

 Signature

11/25/98 Date

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

12/21/1998 DNGUYEN 00000129 75206153

01 FC:481	40.00 OP
02 FC:482	50.00 OP

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

sf-609846

TRADEMARK
REEL: 1828 FRAME: 0774

CERTIFICATE OF OWNERSHIP AND MERGER

OF

TRILEX PHARMACEUTICALS, INC.
(a Delaware corporation)

INTO

TITAN PHARMACEUTICALS, INC.
(a Delaware corporation)

It is hereby certified that:

1. TITAN PHARMACEUTICALS, INC. (the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of TRILEX PHARMACEUTICALS, INC., which is also a business corporation of the State of Delaware.

3. On April 15, 1997, the Board of Directors of the Corporation adopted the following resolutions to merge TRILEX PHARMACEUTICALS, INC. into the Corporation:

RESOLVED, that TRILEX PHARMACEUTICALS, INC. be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of TRILEX PHARMACEUTICALS, INC. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by TRILEX PHARMACEUTICALS, INC. in its name; and further

RESOLVED, that the Corporation shall assume all of the obligations of TRILEX PHARMACEUTICALS, INC.; and further

RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

Executed on August 8, 1997.

TITAN PHARMACEUTICALS, INC.

By: 

Louis R. Bucalo, President