

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

700016161 Mail documents to be recorded with required cover sheet(s) information to **TRADEMARK** Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

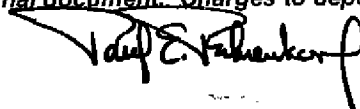
Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Paul Fahrenkopf



8-15-02

Name of Person Signing

Signature

Date Signed

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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 OWNERSHIP, WHICH MERGES:

"THERAVANCE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ADVANCED MEDICINE, INC." UNDER THE NAME OF "THERAVANCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF APRIL, A.D. 2002, AT 4 O'CLOCK P.M.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1825139

DATE: 06-11-02

TRADEMARK
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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 04/03/2002
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THERAVANCE, INC

INTO

ADVANCED MEDICINE, INC.

**Pursuant to section 253 of the
General Corporation Law of the State of Delaware**

Advanced Medicine, Inc., a corporation organized and existing under the General Corporation Laws of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Company owns all of the outstanding shares of capital stock of Theravance, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Subsidiary").

SECOND: That the Company has determined to merge the Subsidiary into itself and its Board of Directors duly adopted the following at a meeting of the Board of Directors on the 24th day of February, 2002:

WHEREAS, the Board desires to merge Theravance, Inc., a wholly owned subsidiary of the Company, into the Company (the "Merger");

WHEREAS, in connection with the Merger, the Board wishes the Company remain as the surviving entity and to assume the name of its wholly owned subsidiary, Theravance, Inc.;

NOW THEREFORE BE IT RESOLVED, that Theravance, Inc., the Company's wholly owned subsidiary, be merged with and into the Company and that the Company be the surviving corporation in such merger;

RESOLVED FURTHER, that the Merger shall become effective upon the date and time of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, the Company shall assume all of the liabilities and obligations of Theravance, Inc.;

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RESOLVED FURTHER, that upon the effectiveness of the Merger, the name of the Company shall be changed to "Theravance, Inc." and Article I of the Restated Certificate of Incorporation of the Company shall be amended to read as follows:

"The name of the corporation is Theravance, Inc.."

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Merger to any appropriate governmental or regulatory agencies and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from any third parties or governmental or regulatory agencies as may be necessary or advisable to carry out the Merger;

RESOLVED FURTHER, that, the Company's Chief Executive Officer, Chief Financial Officer and Secretary be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to (i) execute a Certificate of Ownership and Merger reflecting these resolutions, under which the Company would effect the Merger, and (ii) to prepare and cause to be filed the Certificate of Ownership and Merger and any related officers' certificates or other documents required to be filed with the appropriate governmental offices in the State of Delaware in accordance with the laws applicable to consummate the Merger;

RESOLVED FURTHER, that there is hereby adopted and incorporated by reference the full text of any resolution that may be required by any person or entity in connection with the Merger, and that the Secretary of the Company is hereby authorized and empowered to certify to such person or entity that any such form of resolution so required has been adopted at this meeting; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to (i) prepare and cause to be filed any related certificates or other documents required to be filed with the appropriate governmental offices in the State of Delaware in accordance with applicable laws in order to consummate the Merger and to change the name of the Company, and (ii) to make all such arrangements, to do and perform all such acts and things, to execute and deliver all such officers' certificates and such other instruments and documents, to effect all filings and qualifications, and to take all further action as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

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IN WITNESS WHEREOF, the Company has caused this certificate to be signed
by Rick E Winningham, its Chief Executive Officer this 3rd day of April, 2002.

ADVANCED MEDICINE, INC.

By: 

Name: Rick E. Winningham

Title: Chief Executive Officer

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RECORDED: 08/15/2002

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