

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

Attorney Docket No. 014233-000700US
U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
 ICOS Corporation 09/27/2005

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
 Citizenship (see guidelines) _____
 Execution Date(s) _____
 Additional names, addresses, or citizenship attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: ICOS Washington Corporation
 Internal _____
 Address: _____
 Street Address: 22021 20th Avenue SE
 City: Bothell
 State: Washington
 Country: U.S.A. Zip: 98021

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Washington, U.S.A.
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

3. Nature of conveyance:

Assignment Merger
 Security Assignment Change of Name
 Other _____

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)
 78/670,409
 78/670,419

B. Trademark Registration No.(s)
 1,864,159
 1,876,108

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

R. Gwen Peterson, Esq.
 Name: TOWNSEND AND TOWNSEND AND CREW LLP
 Internal Address: _____
 Street Address: Two Embarcadero Center, 8th Floor
 City: San Francisco
 State: California Zip: 94111-3834
 Phone Number: (415) 576-0200
 Fax Number: (415) 576-0300
 Email Address: rgpeterson@townsend.com

6. Total number of applications and registrations involved: 15

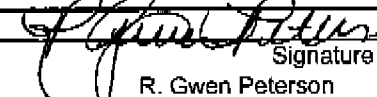
7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 390.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 20-1430
 Authorized User Name R. Gwen Peterson, Esq.

9. Signature:  January 10, 2006
 _____ Signature Date
 R. Gwen Peterson
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

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- 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)

78/662,094

78/604,862

78/546,338

78/546,343

78/662,103

78/604,869

78/579,436

78/579,433

B. Trademark Registration No.(s)

1,955,148

2,521,488

2,372,014

Delaware

PAGE 1

The First State

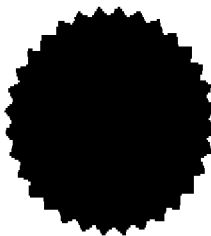
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ICOS CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "ICOS WASHINGTON CORPORATION" UNDER THE NAME OF "ICOS WASHINGTON CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2005, AT 1:20 O'CLOCK P.M.

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

4036509 8100M

050789898



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4186035

DATE: 09-27-05

TRADEMARK
REEL: 003248 FRAME: 0377

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:20 PM 09/27/2005
 FILED 01:20 PM 09/27/2005
 SRV 050789898 - 2208391 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ICOS CORPORATION

INTO

ICOS WASHINGTON CORPORATION

Pursuant to Section 253 of the Delaware General Corporation Law, ICOS Corporation, a Delaware corporation ("ICOS Delaware"), does hereby certify as follows:

1. ICOS Delaware was incorporated pursuant to the provisions of the Delaware General Corporation Law on September 21, 1989.
2. ICOS Delaware owns 100% of the outstanding common stock (being the only outstanding capital stock) of ICOS Washington Corporation, a corporation incorporated under the laws of Washington on March 7, 2005 ("ICOS Washington").
3. ICOS Delaware, by the following resolutions of its Board of Directors, duly adopted at a meeting held on December 7, 2004, determined to merge itself into ICOS Washington:

WASHINGTON REINCORPORATION

Creation of Subsidiary; Purchase of Subsidiary Stock

RESOLVED, that the Company's officers are hereby authorized, directed and empowered to incorporate in the state of Washington a wholly owned subsidiary of the Company, to be named "ICOS Washington Corporation" (the "Subsidiary"), having the Articles of Incorporation and Bylaws in substantially the forms attached hereto as Exhibits A and B, and having a Designation of Rights and Preferences of Series A Preferred Stock, par value \$0.01 per share, in substantially the form attached hereto as Exhibit C (the "Series A Rights and Preferences").

RESOLVED FURTHER, that the Company is hereby authorized and directed to purchase 100 shares of the Subsidiary's Common Stock, par value \$0.01 per share, at a purchase price of \$1.00 per share, payable in cash, which will constitute all of the outstanding shares of capital stock of the Subsidiary.

Merger of the Company With and Into the Subsidiary

RESOLVED, that it is deemed advisable and in the best interests of the Company and its stockholders, in order to effect the reincorporation of the Company in the state of Washington, that the Subsidiary acquire all of the assets and assume all of the liabilities of the Company in a merger of the Company with and into the Subsidiary (the "Reincorporation"), in which the Subsidiary shall be the surviving corporation.

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RESOLVED FURTHER, that the purpose of the Reincorporation is solely to change the Company's domicile and shall not be considered a liquidation, dissolution or winding up of the Company.

RESOLVED FURTHER, that, subject to stockholder approval of the Reincorporation, the Articles of Incorporation (as supplemented by the Series A Rights and Preferences) and Bylaws of the Subsidiary, as amended to change the name of the Subsidiary to "ICOS Corporation," are hereby adopted and approved as the Articles of Incorporation and Bylaws of the surviving corporation in the Reincorporation (the "Surviving Corporation"), with such Articles of Incorporation and Bylaws to be effective at the effective time of the Reincorporation.

RESOLVED FURTHER, that the Company's officers are hereby authorized, directed and empowered to effect the Reincorporation upon such terms and conditions as are set forth in the Agreement and Plan of Merger (the "Merger Agreement") in substantially the form attached hereto as Exhibit D, pursuant to which one share of Common Stock (together with an associated Washington Right (as defined below)) of the Subsidiary will be issued in exchange for each outstanding share of Common Stock of the Company (together with an associated Delaware Right (as described below)).

RESOLVED FURTHER, that pursuant to Section 253(a) of the Delaware General Corporation Law, the Common Stock of the Surviving Corporation (and one associated Washington Right) shall be issued on a one-for-one basis to the holders of the Company's Common Stock on the surrender to Mellon Investor Services LLC ("Mellon"), as the Company's transfer agent, of any certificates representing such Common Stock (and associated Delaware Rights).

RESOLVED FURTHER, that at the effective time of the Reincorporation, the Surviving Corporation will assume the obligations of the Company under that certain Rights Agreement, dated August 9, 2002 (the "Rights Agreement"), between Mellon and the Company and that Paul N. Clark, as the Company's Chief Executive Officer, Michael A. Stein, as the Company's Chief Financial Officer, and John B. Kliever, as the Company's Secretary (the "Authorized Officers"), or any of them, are hereby authorized and directed to take all necessary action to cause each right under the Rights Agreement associated with a share of Common Stock of the Company (a "Delaware Right") to be converted into a substantially similar right associated with each share of Common Stock of the Surviving Corporation (a "Washington Right").

RESOLVED FURTHER, that the Authorized Officers of the Company, or any of them, are hereby authorized to enter into an Amendment No. 1 to the Rights Agreement with Mellon in connection with the effectiveness of the Reincorporation providing for the assumption of the Rights Agreement by the Surviving Corporation and the conversion of Delaware Rights into Washington Rights as described above.

RESOLVED FURTHER, that at the effective time of the Reincorporation, each outstanding and unexercised option, warrant or other right to purchase, or security convertible into, shares of capital stock of the Company shall be assumed by the

Surviving Corporation and shall become an option, warrant or right to purchase, or security convertible into, a like number and type of shares of the capital stock of the Surviving Corporation on the same terms and conditions and at an exercise price per share equal to the original exercise price applicable to any such option, warrant or other right to purchase, or security convertible into, shares of capital stock of the Company, and each existing and effective stock option plan and all other employee benefit plans of the Company, including the 1989 Stock Option Plan, the 1991 Stock Option Plan for Nonemployee Directors and the 1999 Stock Option Plan (collectively, the "Benefit Plans"), shall similarly be assumed and continued by the Surviving Corporation at the effective time of the Reincorporation for all intents and purposes as if such Benefit Plans, including the reservation of shares of Common Stock for issuance pursuant thereto, had been originally adopted and authorized by the Surviving Corporation.

RESOLVED FURTHER, that at the effective time of the Reincorporation, the Surviving Corporation shall assume all of the Company's obligations under and pursuant to that certain Indenture dated as of June 20, 2003 from the Company to Wells Fargo Bank, National Association, Trustee (the "Indenture") and the 2% Convertible Subordinated Notes Due July 1, 2023 issued thereunder (the "Notes"), and that each outstanding Note shall become an obligation of the Surviving Corporation and shall be convertible into the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for each share of the Company's Common Stock issuable upon conversion of any such Note, on the same terms and conditions as set forth in the Indenture and the Note, and at a conversion price equal to the conversion price applicable to any such Note at the effective time of the Reincorporation.

RESOLVED FURTHER, that the Authorized Officers, or any of them, are hereby authorized to enter into a Supplemental Indenture with Wells Fargo Bank, National Association in connection with the effectiveness of the Reincorporation providing for the assumption of the Indenture by the Surviving Corporation.

RESOLVED FURTHER, that the Authorized Officers, or any of them, are hereby authorized, directed and empowered, subject to approval of the Merger Agreement by the Company's stockholders, to execute and deliver the Merger Agreement to the Subsidiary for and on behalf of the Company.

RESOLVED FURTHER, that the Authorized Officers, or any of them, are hereby authorized, directed and empowered, subject to approval by the Company's stockholders, and further subject to review by the Authorized Officers, or any of them, of the facts and circumstances relating to the advisability of the Reincorporation at the proposed time of the Reincorporation, to cause the Merger Agreement and any other required documents to be filed with the appropriate governmental offices of the states of Delaware and Washington, in accordance with applicable laws, to consummate the Reincorporation.

Approval of the Sole Shareholder of Subsidiary

RESOLVED, that the Authorized Officers, or any of them, are hereby authorized, directed and empowered to vote the shares of the Subsidiary's Common Stock in favor of the Reincorporation.

Approval of Stockholders of the Company

RESOLVED FURTHER, that the Company's officers are hereby authorized, directed and empowered, for and on behalf of the Company, to solicit the Company's stockholders' approval of the Reincorporation in the proxy statement to be prepared and delivered in conjunction with the 2005 annual meeting of the Company's stockholders, with forms of the Merger Agreement and Articles of Incorporation of the Subsidiary attached as exhibits thereto, together with any changes thereto requested by any state securities authority and/or deemed by the Company's officers, with the advice of legal counsel, to be necessary or appropriate.

State Securities Compliance

RESOLVED, that the Company's officers are hereby authorized, directed and empowered to assist the Subsidiary's officers in any reasonable manner in determining the states in which appropriate action shall be taken to qualify or register for issuance the shares of Common Stock and the rights to purchase shares of capital stock of the Subsidiary to be issued pursuant to the Reincorporation under all applicable securities or "blue sky" laws of the various states, in performing any and all acts as they may deem necessary or advisable in order to comply with such laws, and in filing all requisite applications, reports, fees, consents to service of process, powers of attorney, notices and other documents as such officers may deem necessary or appropriate.

Qualification to Do Business

RESOLVED, that the Company's officers, in consultation with legal counsel, are hereby authorized, directed and empowered to assist the Subsidiary's officers in any reasonable manner in causing the Subsidiary to qualify to do business, in a timely fashion and in accordance with applicable law, in all states in which the Company is currently qualified.

Tax

RESOLVED, that the Reincorporation is intended to qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

Assignment of Contracts; Transfer of Property

RESOLVED, that the Company's officers are hereby authorized, directed and empowered to cause the assignment to the Surviving Corporation, at the effective time of the Reincorporation, insofar as possible without any change in the rights and obligations attendant thereto of any person or entity, of all agreements, contracts, rights, entitlements or other arrangements (including any novation required) to which the Company (or any subsidiary thereof, if necessary) is a party, including the giving of any and all notices of, and the obtaining of any and all consents to, such assignment to or from any person or entity, where such notice or consent is required for any such assignment.

RESOLVED FURTHER, that the Company's officers are hereby authorized, directed and empowered to cause the transfer to the Surviving Corporation, at the effective time of the Reincorporation, of all property of any kind and all types of the Company, whether tangible or intangible, or personal or real.

Assumption of Employee Benefit Plans

RESOLVED, that, pursuant to the respective terms of the Benefit Plans, it is hereby determined that the Surviving Corporation will assume all outstanding and unexercised options and rights granted under such plans at the effective time of the Reincorporation, and such options and rights shall therefore not terminate upon the consummation of the Reincorporation.

RESOLVED FURTHER, that the Company's officers are hereby authorized, directed and empowered to cause the assumption and continuation by the Surviving Corporation, at the effective time of the Reincorporation, insofar as possible without any change in the rights and obligations attendant thereto of any person or entity, of all stock option plans and other employee benefit plans of the Company, including, without limitation, the Benefit Plans, as if such plans, including the reservation of shares of Common Stock for issuance pursuant thereto, had been originally adopted and authorized by the Surviving Corporation, including, without limitation, any and all filings required by any federal or state securities or other authority, the payment of any fees, the making of any undertakings and the consenting to service of process required in connection therewith.

Omnibus Resolutions

RESOLVED, that after the Reincorporation the business of the Company shall be continued by the Surviving Corporation without interruption or alteration, including, without limitation, the following: (i) the employment of all persons who are employees of the Company at the time of the Reincorporation will be continued on the same terms as they were employed by the Company with respect to salary, benefits and type of employment (at will or pursuant to a contract) and such employees will be given credit for their length of service with the Company as if they had worked for the Surviving Corporation, (ii) the assumption of all contracts, stock option and other employee benefit plans and other obligations of the Company, (iii) the assumption and implementation of all corporate policies and procedures previously approved by this Board of Directors and otherwise implement corporate policies and procedures substantially similar to those of the Company, and (iv) all other matters that have previously been approved by this Board of Directors and that involve ongoing programs or commitments will be continued.

RESOLVED FURTHER, that the Company's officers are hereby authorized, directed and empowered to take such actions as they deem necessary or advisable in order to accomplish the intent of the foregoing resolutions and to ensure that, for all practical purposes, there is no change in the Company's business or affairs as a result of the Reincorporation, except with respect to its state of incorporation and such matters as are set forth in the Merger Agreement or contemplated by these resolutions.

RESOLVED FURTHER, that the Company's officers are hereby authorized, directed and empowered to execute all documents and agreements and take such actions they deem necessary or advisable to carry out and perform the Company's obligations as set forth in all of the resolutions set forth above, and all actions taken by them prior hereto in connection with the Reincorporation with such purpose are hereby ratified by this Board of Directors.

4. The merger has been approved by the holders of at least a majority of the outstanding stock entitled to vote thereon of ICOS Delaware at a meeting duly called and held on May 4, 2005, after 20 days' notice of the purpose of the meeting was delivered to each stockholder entitled to notice.

5. ICOS Washington, the surviving corporation, is to be governed by the laws of Washington, and hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of ICOS Delaware, as well as for enforcement of any obligations of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any suit or other proceeding. A copy of such process shall be mailed by the Delaware Secretary of State to ICOS Corporation, 22021 20th Avenue S.E., Bothell, Washington 98021 until the surviving corporation shall hereafter designate in writing to the Delaware Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Delaware Secretary of State duplicate copies of such process, one of which copies the Delaware Secretary of State shall send by certified mail, return receipt requested, to ICOS Corporation at the above address.

6. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of ICOS Delaware at any time prior to the time that this merger becomes effective.

ICOS Corporation has caused this Certificate to be signed by Paul N. Clark, its Chairman of the Board, Chief Executive Officer and President, this 27th day of September, 2005.

ICOS CORPORATION

By: /s/ PAUL N. CLARK

Paul N. Clark
Chairman of the Board of Directors,
Chief Executive Officer and President