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02-24-1999



TRADEMARKS ONLY To the Honorable Court, Washington, DC 20231; thereof.		TRADEMARKS ONLY Patent, Washington, DC 20231; thereof.	
100970559			
1. Name of Party(ies) conveying an interest: Pharmacia Iovision Inc. Entity: <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - <u>Delaware</u> <input type="checkbox"/> Other _____		2. Name and address of Party(ies) receiving an interest: Pharmacia & Upjohn Company 301 Henrietta Street, Kalamazoo, Michigan 49001 Entity: <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship _____ <input type="checkbox"/> Domiciled in the United States [X] William G. Jameson has been appointed representative for Applicant upon whom notices or process in proceedings affecting the mark may be served. See attached copy.	
3. Interest Conveyed <input type="checkbox"/> Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Other _____			
4. Application number(s) or registration number(s). Additional sheet attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
A. Trademark Application No.(s)		B. Trademark Registration No.(s) 1,751,151	
		02-09-1999 U.S. Patent & TMO/c/TM Mail Rcpt Dt. #70	
5. Name and address of party to whom correspondence concerning this document should be mailed: Kathryn Adamson, Legal Assistant Pharmacia & Upjohn Intellectual Property Legal Services 301 Henrietta Street Kalamazoo, Michigan 49001		6. Number of applications and registrations involved: 1	
		7. Amount of fee enclosed or authorized to be charged: \$40.00 The Commissioner is hereby authorized to charge such greater or lesser amount as required by rule.	
		8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 21-0738	
DO NOT USE THIS SPACE			
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9. Date of execution of attached document: December 22, 1997 10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on February 5, 1999			
		William G. Jameson, Esq. Name of Person Signing	
Signature			
02/23/1999 DNGUYEN 00000131 210738 1751151			
01 FC:481 40.00 CH			

2-9-99

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01 FC:481 40.00 CH

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"PHARMACIA IOVISION INC.", A DELAWARE CORPORATION,

WITH AND INTO "PHARMACIA & UPJOHN COMPANY" UNDER THE NAME OF "PHARMACIA & UPJOHN COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 12:45 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991035666

AUTHENTICATION: 9546545
DATE: 01-28-99

TRADEMARK
REEL: 1859 FRAME: 0212

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
PHARMACIA IOVISION INC.
WITH AND INTO
PHARMACIA & UPJOHN COMPANY
(Pursuant to Section 253 of the General
Corporation Law of the State of Delaware)**

Pharmacia & Upjohn Company, a Delaware corporation (the "Corporation"), does hereby certify:

First: That the Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware on the 5th day of September, 1958.

Second: That the Corporation owns all of the outstanding shares of the capital stock of Pharmacia Iovision Inc., a corporation organized pursuant to the General Corporation Law of the State of Delaware on the 17th day of June, 1987.

Third: That the Corporation, by unanimous written consent action of its Board of Directors dated the 17th day of December, 1997, determined to merge with and into itself, Pharmacia Iovision Inc., a Delaware corporation, and did adopt the following resolutions:

"RESOLVED FURTHER, that, effective December 31, 1997 at 11:59 p.m. (EST), the Corporation merge with and into itself, Pharmacia Iovision Inc., a Delaware corporation, and assume all of said subsidiary's liabilities and obligations."

"RESOLVED FURTHER, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be, and they hereby are, jointly and severally, authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge said subsidiary corporation into the Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever, whether within or without the State of Delaware, as may be necessary and proper to effect the merger."

Fourth: That this Certificate shall be effective on December 31, 1997 at 11:59 p.m. (EST).

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:45 PM 12/22/1997
971446092 - 0527510

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its Vice President and attested by its Assistant Secretary 17th day of December, 1997.

Jack J. Jackson
Jack J. Jackson, Vice President

THE CORPORATION HAS NO SEAL

Attest:

Larry Moore
Larry Moore, Assistant Secretary

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