

03-22-1999

02-26-1999

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #01



100989486

Trademarks Only

02-26-99
MFD

To the Honorable Commissioner of Patents and Trademarks
Please record the attached original document or copy thereof:

1. Name of Party(ies) conveying an Interest: PHARMACIA LKB BIOTECHNOLOGY INC.
800 Centennial Avenue
Piscataway, NJ 08854
- Entity: Individual(s)
 General Partnership
 Corporation-State: Maryland
 Other: _____
2. Name and Address of Party(ies) receiving an interest: PHARMACIA BIOSYSTEMS INC.
800 Centennial Avenue
Piscataway, NJ 08854
- Entity: Individual(s)
 General Partnership
 Corporation-State: New Jersey
3. Interest Conveyed:
 Assignment
 Change of Name
 Merger
 Other: _____
- If not domiciled in U.S., a domestic representative designation is attached:
 Yes
 No

4. Application No. or Registration No. Additional sheet attached? Yes No
- A. Trademark Application No.(s):
- B. Trademark Registration No.(s):
- 1,774,194
1,710,962
901,204
942,529
1,858,299

5. Name and Address of Party to Whom Correspondence concerning document should be mailed:
- Frank P. Presta, Esq.
SIXBEY FRIEDMAN LEEDOM & FERGUSON
8180 Greensboro Drive, Suite 800
McLean, Virginia 22102
6. Number of applications and registrations involved: Five
7. Amount of Fee Enclosed or Authorized to be Charged: \$140.00
8. The Commissioner is hereby authorized to charge any deficiency in payment of the required fee(s) or credit any overpayment to Deposit Account No. 19-2380.

03/19/1999 JSHABAZZ 00000101 1774194
01 FC:481
02 FC:482

40.00 OP
100.00 OP

DO NOT USE THIS SPACE

9. Date of Execution of attached Document: December 9, 1991
10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Feb. 26, 1999
Date

Frank P. Presta
Frank P. Presta

kja

1145
FILED

DEC 23 1991

CERTIFICATE OF MERGER

OF

PHARMACIA LKB BIOTECHNOLOGY INC.
(A Maryland Corporation)

JOAN HABERLE
Secretary of State

INTO

PHARMACIA BIOSYSTEMS INC.
(A New Jersey Corporation) --

0739397

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, the undersigned corporations adopt the following Certificate of Merger for the purpose of merging Pharmacia LKB Biotechnology Inc. ("LKB"), a Maryland corporation, into Pharmacia Biosystems Inc. ("PBI"), a New Jersey corporation:

I. The following Agreement and Plan of Merger was approved by the respective Boards of Directors of LKB and PBI in the manner prescribed in the Maryland General Corporation Law and the New Jersey Business Corporation Act:

1. Merger/Surviving Corporation. LKB shall be merged into PBI, which shall be the surviving corporation (hereinafter also referred to as "Surviving Corporation").

2. Terms and Conditions of the Merger. On the effective date of the merger of LKB into Surviving Corporation:

- (a) the separate existence of LKB shall cease and Surviving Corporation shall continue in existence;
- (b) Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of LKB and Surviving Corporation;
- (c) all real and personal property, tangible and intangible, of every kind and description belonging to LKB shall be vested in Surviving Corporation without further action or deed, and the title to any real estate, or any interest therein, vested in LKB or Surviving Corporation shall not revert or be in any way impaired by reason of the merger;

6974920500 5100402



- (d) Surviving Corporation shall be liable for all of the obligations and liabilities of LKB and any claim existing or action or proceeding pending by or against LKB may be prosecuted to judgment by Surviving Corporation as if the merger had not taken place or Surviving Corporation may be substituted in place of LKB. Neither the rights of the creditors nor any liens on the property of LKB shall be impaired by the merger;
- (e) the Certificate of Incorporation of Surviving Corporation as in effect on the effective date of the merger shall be and shall continue to be the Certificate of Incorporation of Surviving Corporation until altered, amended, changed or repealed as provided by law, and the By-Laws of Surviving Corporation as in effect on the effective date of the merger shall be and shall continue to be the By-Laws of Surviving Corporation until amended or repealed as provided therein; and
- (f) the directors of Surviving Corporation on the effective date of the merger shall continue to be the directors of Surviving Corporation for the terms for which they were elected and until their successors are elected and qualified as provided by law and the By-Laws of Surviving Corporation, and all persons who shall be executive or administrative officers on the effective date of the merger shall continue to hold the same such offices until their respective successors are chosen and qualified by the Board of Directors of Surviving Corporation.

3. Authorization and Approval of Terms and Conditions of the Merger. The terms and conditions of the transaction set forth in the Agreement and Plan of Merger were advised, authorized and approved by LKB and Surviving Corporation in the manner and by the vote required by their respective charters and the laws of Maryland and New Jersey. The manner of approval by LKB and Surviving Corporation is as follows:

- (a) The directors of LKB adopted a resolution by unanimous written consent dated December 9, 1991 which approved the transaction set forth in the Agreement and Plan of Merger.
- (b) The directors of Surviving Corporation adopted a resolution by unanimous written consent dated December 9, 1991 which approved the transaction set forth in the Agreement and Plan of Merger.

4. Authorized Shares of Surviving Corporation and LKB. Surviving Corporation has authority to issue 20,000 shares of Common Stock with no par value. LKB has authority to issue 25,000 shares of Common Stock with a par value of \$100 per share and an aggregate par value of \$2,500,000.

5. Cancellation of LKB Stock. It is acknowledged and agreed that immediately before the effective date of the merger, PBI, a New Jersey corporation, is and will be the sole shareholder of LKB and that there are and will be 9000 shares of LKB common stock issued and outstanding as of that date. Because this is a parent-subsiary merger, no shares of Surviving Corporation will be issued for the issued and outstanding common stock of LKB. On the effective date of the merger, all of the common stock of LKB shall be cancelled.

6. Further Assurances. If at any time Surviving Corporation determines that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement and Plan of Merger, it is understood and agreed among the parties that the Surviving Corporation shall have the authority to execute such conveyances or documents and take such actions on behalf of LKB, as may be required. LKB hereby irrevocably constitutes and appoints the Surviving Corporation as agent and attorney-in-fact, with full power of substitution, to take any and all action on behalf of LKB as may be required to carry out the purposes and provisions of this Agreement and Plan of Merger.

7. Effective Date. The date upon which the Agreement and Plan of Merger shall become effective is December 31, 1991 at 10:00 A.M.

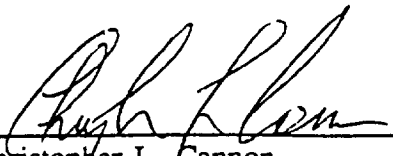
8. Abandonment Provision. This Agreement and Plan of Merger may be abandoned at any time prior to the effective date, by a majority vote of the entire Board of Directors of either LKB or PBI. In the event of abandonment of this Agreement and Plan of Merger, this Agreement shall become void and there shall be no liability or obligation on the part of either party.

II. This merger is permitted by Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act and Sections 3-106 and 3-109 of the Maryland General Corporation Law, and is in compliance therewith.

III. PBI owns one hundred percent (100%) of the outstanding common stock of LKB. As a parent-subsiary merger and a merger of a domestic and foreign corporation under Sections 14A:10-5.1 and 14A:10-7, respectively, shareholder approval is not required by either corporation.

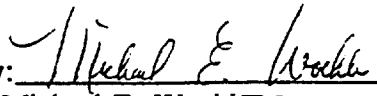
IN WITNESS WHEREOF, LKB and PBI have each caused this Agreement and Plan of Merger to be signed by their respective Officers, who have been duly authorized to so act.

ATTEST:



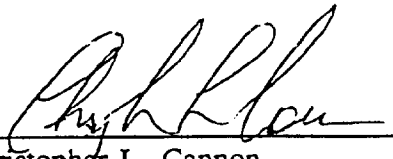
Christopher L. Cannon,
Secretary

PHARMACIA LKB BIOTECHNOLOGY INC.

By: 

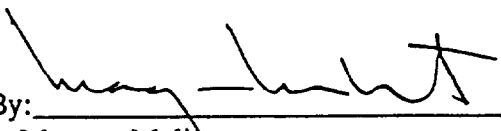
Michael E. Woehler,
President

ATTEST:



Christopher L. Cannon,
Secretary

PHARMACIA BIOSYSTEMS INC.

By: 

Magnus Molitus,
President

Dated: December 9, 1991

I, The Secretary of State of the State of
New Jersey, DO HEREBY CERTIFY that the foregoing is a true
copy of CERTIFICATE OF *Merger*
and the endorsements thereon, as the same is taken from and
compared with the original filed in my office on the *23rd*
day of *Dec*, A.D. *1991* and now remaining on file
and of record therein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal at Trenton, this *23rd*
day of *Feb*, A.D. *1996*

James R. Hooker
SECRETARY OF STATE