

04-12-1999



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

T

101006083

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

1. Name of conveying party(ies):  
Laboratorios Almirall, S.A.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Spain  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Grupo Farmaceutico Almirall, S.A.  
Ronda del General Mitre, No. 151  
6th Floor  
Barcelona, Spain

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Spain \_\_\_\_\_  
 Other \_\_\_\_\_

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_


Execution Date: December 19, 1996

Domestic representative is attached:  Yes  No  
Additional name(s) & address(es) attached?  Yes  No

4. (A.) Trademark Application No.(s)

4. (B.) Trademark Registration No.(s)

1,842,573  
1,896,617



04-01-1999  
U.S. Patent & TMOfc/TM Mail Rcp1Dt. #40

Additional numbers attached?  Yes  No

5. Correspondence should be mailed to:

**LAWRENCE E. ABELMAN**  
**ABELMAN, FRAYNE & SCHWAB**  
150 East 42nd Street  
New York, New York 10017-5612

04/09/1999 DNGUYEN 00000139 1842573

01 FC:481                      40.00 OP  
02 FC:482                      25.00 OP

6. Total number of applications and registrations involved:.....

7. Total fee (37 CFR 3.41): ..... \$ 65.00

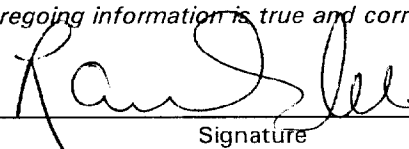
Enclosed  
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account  
Deposit account number: 01-0035

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.*

\_\_\_\_\_  
LAWRENCE E. ABELMAN                                            April 1, 1999  
Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet, attachments and documents:

[BEARING THE STAMP "NIHIL PRIUS FIDE"]

**ATTESTATION IN RELATION**

to the following deeds:

1. Change of the denomination of "Laboratorios Almirall, S.A." to "**GRUPO FARMACEUTICO ALMIRALL, S.A.**", authorised on 19<sup>th</sup> December 1996, by the Barcelona Notary, Mr. Salvador Carballo Casado, number 3,242 of his record.
2. Change of the registered address of "Laboratorios Almirall, S.A.", authorised on 7<sup>th</sup> April 1994 by the Barcelona Notary, Mr. Enrique Beltrán Ruiz, number 570 of his record.
3. And capital increase, granted by the Company "**ALMIRALL-PRODEFARMA, S.A.**", authorised on 30<sup>th</sup> June 1997, by the Barcelona Notary Mr. Salvador Carballo Casado, number 2,178 of his record.

**NOTARY OF**

**SALVADOR CARBALLO CASADO**

(08008) BARCELONA

Paseo de Gracia, 93, 1<sup>o</sup>-1<sup>a</sup>

TELEPHONE: 487-33-56

FAX: 487-37-42



**TRADEMARK**  
**REEL: 1880 FRAME: 0813**

*[THE FOLLOWING 4 PAGES HEADED: "PAPER EXCLUSIVELY FOR NOTARIAL DOCUMENTS", CONSECUTIVELY NUMBERED IN REVERSE ORDER ON THE OBERSE SIDE, TOP RIGHT HAND CORNER, FROM 2L2587133 TO 2L2587131 BEARING A "STATE TAX STAMP" AND A "25 PESETA STAMP" AND AFFIXED WITH THE SEAL OF "NOTARY OF SALVADOR CARBALLO CASADO - NIHIL PRIUS FIDE - BARCELONA" AND BEARING AN ILLEGIBLE SIGNATURE]*

e

That I, **SALVADOR CARBALLO CASADO**, Notary of the Illustrious Notarial Bar Association of Catalonia, resident in Barcelona,

**CERTIFY:** - That I have been shown the following:

1 - An authentic copy of the deed authorised by myself on 19<sup>th</sup> December 1996, number 3,242 of my record, that was ENTERED into the Mercantile Register of this Province on 11<sup>th</sup> January 1997, in Volume 25,265, on folio 139, sheet number B-13,579, registration 87, on the basis of which the Company, of Spanish nationality, "Laboratorios Almirall, S.A.", adopted the denomination of "**GRUPO FARMACEUTICO ALMIRALL, S.A.**", the said Company, Fiscal Identification Code A-08-100,372, has its registered address in Barcelona (Spain), at Ronda del general Mitre, number 151, 6<sup>a</sup> floor, and was incorporated for a time without limit.

The Company was originally incorporated under the denomination of "Antonio Gallardo, S.A.", as a result of a deed authorised on 5<sup>th</sup> ...

*[PAGE 1 REVERSE.]*

... January 1957, by the Barcelona Notary Mr. José Piñol Agulló, having changed its name from "Antonio Gallardo, S. en C.", which had, in turn, been incorporated in a deed authorised on 16<sup>th</sup> February 1951 by the Barcelona Notary, Mr. Ramón Maria Roca Sastre, having adopted the denomination "Laboratorios Almirall, S.A.", on the basis of the deed authorised on 8<sup>th</sup> January 1987 by the Barcelona Notary Mr. Luis Félez Costea, number 10 of his record, and having adapted its Articles of Association to that required by the Royal Legislative Decree 1,546/89, of 22<sup>nd</sup> December, as a result of the deed authorised on 27<sup>th</sup> December 1990 by the Barcelona Notary Mr. Facundo Sancho Alegre, number 3,738 of his record, ENTERED in the Mercantile Register of this Province on 11<sup>th</sup> May 1991, in Volume 20,867, on folio 154, sheet number B-13,579, entry 64.

2 - An authentic copy of the deed authorised on 7<sup>th</sup> April 1994 by the Barcelona Notary Mr. Enrique Beltrán Ruiz, number 570 of his record, which was ENTERED in the Mercantile Register of this Province on 10<sup>th</sup> May 1994, in Volume 25,265, on folio 136, sheet number B-13,579, entry 78, on the basis of which ...



TRADEMARK  
REEL: 1880 FRAME: 0814

[PAGE 2 OBVERSE]

... the Company, at that time denominated "Laboratorios Almirall, S.A.", of Spanish nationality, Fiscal Identification Code A-08-100,372, with registered address in Barcelona (Spain), **changed its registered address, within the city of Barcelona, from Calle Cardener, Nos. 68-74, to Ronda del General Mitre, No. 151, 6<sup>th</sup> floor.**

3 - An authentic copy of the deed authorised by myself on 30<sup>th</sup> June 1997, number 2,178 of my record, which was REGISTERED in the Mercantile Register of this Province on 19<sup>th</sup> July 1997, in Volume 21,795, folio 27, sheet number B-28,089, entry 16, united in two deeds authorised by myself on 30<sup>th</sup> June 1997, numbers 2,176 and 2,177 of my record, on the basis of which, among other legal documents, the Company, of Spanish nationality, "**ALMIRALL-PRODEFARMA, S.A.**" Fiscal Identification Code A-58-869,389, with registered address in Barcelona, at Ronda del General Mitre, No. 151, went ahead with the capital increase of the Company for ...

[PAGE 2 REVERSE]

... the sum of PTA 1,592,400,000, through the issuing of 1,592,400 new registered shares, with a face value of PTA 1,000 each share, consecutively numbered from 842,001 to 2,434,400 inclusively, and that the said shares were issued with a premium which conjointly amounted to PTA 14,243,139,990, that is PTA 8,944.44862471 per share, after the expedient rounding out, and that the above mentioned new shares, 1,247,292 shares, consecutively numbered from 842,001 to 2,089,292, inclusively, **were fully subscribed and paid over**, as was the premium by the Company at that time denominated- "**Grupo Farmacéutico Almirall, S.A.**", with Fiscal Identification Code A-08-100,372, with registered address in Barcelona (Spain), at Ronda del General Mitre, No. 151, 6<sup>th</sup> floor, through the provision, by title deed, of company assets consisting of the research and development, manufacturing and marketing of pharmaceutical products, an activity that the contributing company carries out, either directly or ...

[PAGE 3 OBVERSE]

... **indirectly, through its participation in mercantile entities. The above mentioned Company assets being subject to the Assets and Liabilities listed, along with the individual values thereof, in the Balance Sheet and inventory dated 30<sup>th</sup> June 1997, the original of which is incorporated, as Annex I, to the minutes of the General Meeting, forming an integral part thereof, and a copy of which is attached to the certification issued with regard thereto, and which was entered onto the record with the deed itself, among which the following assets are listed below:**



TRADEMARK  
REEL: 1880 FRAME: 0815

**“MARCAS PROPIEDAD DE GRUPO FARMACEUTICO ALMIRALL, S.A.”**

Country: - U.S.A.  
Number: - 1842573.  
Denomination: - ALMIRALL (ANAG.).  
Class: - 1, 3, 5.  
Date of Concession: - 5/07/97.

*[PAGE 3 REVERSE]*

Body that Issued the Title: -Competent National Body.

Country: - U.S.A.  
Number: - 1896617.  
Denomination: - ALMIRALL (ANAG.).  
Class: - 42.  
Date of Concession: - 30/05/95  
Body that Issued the Title: -Competent National Body.

That which is listed above, is a faithful representation of the details placed on record through the above mentioned copies, without that, which is further stated therein, restricting, or in any other way, limiting or conditioning that which is herein included.

**And in order that it may be taken down on the record and on the instance of the interested party, I issue this present ATTESTATION on four sheets of paper, exclusively for the use of Notarial documents, of the series 2L, numbered 2,587,133; 2,587,132 and the present, in Barcelona on the fourteenth of May nineteen hundred and ninety-eight.**

**Entered into the Indexed Book, number 4, Entry number *[Written by hand]* 842.**

*[BEARING A “25 Peseta. STATE LEGITIMATION STAMP” AND AFFIXED WITH THE SEAL OF “NOTARY OF SALVADOR CARBALLO CASADO - NIHIL PRIUS FIDE - BARCELONA”, OVERSTAMPED WITH THE DATE 14 MAY 1998, AND BEARING AN ILLEGIBLE SIGNATURE]*



[PAGE HEADED: "PAPER EXCLUSIVELY FOR NOTARIAL DOCUMENTS",  
NUMBERED ON THE OBVERSE SIDE, TOP RIGHT HAND CORNER, 2L1784175  
BEARING A "STATE TAX STAMP" AND A "25 PESETA STAMP"]

**APOSTILLE**

(Hague Convention of 5 October 1961 - Royal Decree/1978, of 2<sup>nd</sup> October)

1. Country SPAIN  
This Public Document
2. Has been signed by Mr. Salvador Carballo Casado.
3. Acting in the capacity of Notary, in Notarial Testimony in relation to the deeds of Change of Denomination No. 3242/66 and Capital Increase No.2178/97, authorised by Mr. Carballo and the Change of Address authorised by Mr. Enrique Beltrán Ruiz, No. 570/94, dated 14<sup>th</sup> May 1998.
4. Bearing the seal/stamp of the Notary

**CERTIFIED**

5. In Barcelona
6. The 16<sup>th</sup> of June 1998
7. By Mr. JOSE LUIS MEZQUITA DEL CACHO, President.
8. Number: -9804018-
9. Stamp:
10. Signature:  
José Luis Mezquita del Cacho  
President

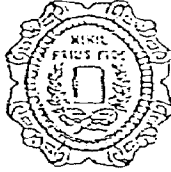
[BEARING A "25 Ptas. AUTHENTICATION STAMP", OVERSTAMPED WITH  
THE DATE "16 JUNE 1998" AND THE STAMP OF THE "NOTARY BAR  
ASSOCIATION OF CATALONIA - NIHIL PRIUS FIDE": AND BEARING TWO  
ILLEGIBLE SIGNATURES]

-----  
*Hossein Ahmadizadeh, Abogado , Traductor e Intérprete Jurado, certifico que la que antecede es traducción fiel y completa al castellano de un documento redactado en inglés.  
Barcelona, a seis de julio de mil novecientos noventa y ocho.*

*Hossein Ahmadizadeh, Attorney at Law and Sworn Translator, hereby certify that the attached document in Spanish language has been submitted to me in order to render it into English, and that to the best of my knowledge, its accurate translation agrees with the original.  
Barcelona, July sixth , nineteen hundred and ninety eight.*

**HOSSEIN AHMADIZADEH**





## TESTIMONIO EN RELACION

de las siguientes escrituras:

- 1 - De cambio de denominación, de "Laboratorios Almirall, S. A." a "**GRUPO FARMACEUTICO ALMIRALL, S.A.**", autorizada el 19 de diciembre de 1.996, por el Notario de Barcelona, Don Salvador Carballo Casado, número 3.242 de protocolo.
- 2 - De traslado de domicilio, de "Laboratorios Almirall, S. A.", autorizada el 7 de abril de 1.994, por el Notario de Barcelona, Don Enrique Beltrán Ruiz, número 570 de protocolo.
- 3 - Y de aumento de capital, otorgada por la Compañía "**ALMIRALL-PRODESFARMA, S. A.**", autorizada el 30 de junio de 1.997, por el Notario de Barcelona, Don Salvador Carballo Casado, número 2.178 de protocolo.

## NOTARIA DE SALVADOR CARBALLO CASADO

(03008) BARCELONA

Paseo de Gracia, 93, 1º-1ª

TELEFONO: 487-33-56

FAX: 487-37-42





1978

2L2587133



e

Yo, **SALVADOR CARBALLO CASADO**, Notario del Ilustre Colegio Notarial de Catalunya, con residencia en Barcelona. \_\_\_\_\_

**DOY FE:** - De que se me exhibe, a saber: \_\_\_\_\_

1 - Copia auténtica de la escritura por mí autorizada el 19 de diciembre de 1.996, número 3.242 de protocolo, que fué INSCRITA en el Registro Mercantil de esta Provincia el 11 de Enero de 1.997, al Tomo 25.265, folio 139, hoja número B-13.579, inscripción 87ª, en méritos de la cual la Compañía de nacionalidad española "Laboratorios Almirall, S. A.", adoptó la denominación de "**GRUPO FARMACEUTICO ALMIRALL, S.A.**", dicha Sociedad que tiene el C. I. F. A-08-100.372, está domiciliada en Barcelona (España), Ronda del General Mitre, número 151, 6ª planta y es de duración indefinida. \_\_\_\_\_

Fué creada con la denominación de "Antonio Gallardo, S.A.", mediante escritura autorizada el 5 de





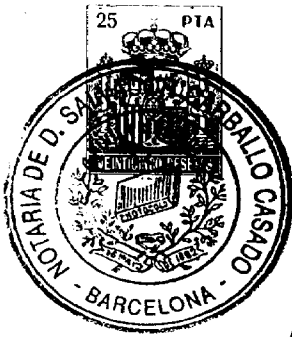
Enero de 1.957 por el Notario de Barcelona, Don José Piñol Agulló, por transformación de "Antonio Gallardo, S. en C.", la cual había sido constituida mediante escritura autorizada el 16 de febrero de 1.951 por el Notario de Barcelona, Don Ramón Maria Roca Sastre, habiendo adoptado la denominación de "Laboratorios Almirall, S. A.", en virtud de escritura autorizada el 8 de enero de 1.987 por el Notario de Barcelona, Don Luis Félez Costea, número 10 de protocolo y adaptados sus Estatutos al Real Decreto Legislativo 1.564/89 de 22 de Diciembre, mediante escritura autorizada el 27 de Diciembre de 1.990 por el Notario de Barcelona, Don Facundo Sancho Alegre, número 3.738 de protocolo, que fué INSCRITA en el Registro Mercantil de esta Provincia el 11 de mayo de 1.991, al Tomo 20.867, folio 154, hoja número B-13.579, inscripción 64ª.-----

2 - Copia auténtica de la escritura autorizada el 7 de abril de 1.994, por el Notario de Barcelona, Don Enrique Beltrán Ruiz, número 570 de protocolo, que fué INSCRITA en el Registro Mercantil de esta Provincia el 10 de mayo de 1.994, al Tomo 25.265, folio 136, hoja número B-13.579, inscripción 78ª, en méritos de la cual





SEFENA



2L2587132

la Compañía, denominada a la sazón, "Laboratorios Almirall, S. A.", de nacionalidad española, C. I. F. A-08-100.372, domiciliada en Barcelona (España), trasladó su domicilio dentro de la población de Barcelona, desde la calle Cardener, números 68-74, a la Ronda del General Mitre, número 151, 6ª planta.

3 - Copia auténtica de la escritura por mí autorizada el 30 de junio de 1.997, número 2.178 de protocolo, que fué INSCRITA en el Registro Mercantil de esta Provincia el 19 de julio de 1.997, al Tomo 21.795, folio 27, hoja número B-28.089, inscripción 16ª, en unión de dos escrituras por mí autorizadas el 30 de junio de 1.997, números 2.176 y 2.177 de protocolo, en méritos de la cual, entre otros actos jurídicos, la Compañía de nacionalidad española "ALMIRALL-PRODESFARMA, S. A.", C.I.F. A-58-869.389, domiciliada en Barcelona, Ronda del General Mitre, número 151, procedió al aumento de su capital social en



la suma de 1.592.400.000'-- pesetas, mediante la emisión de 1.592.400 nuevas acciones nominativas, de 1.000'-- pesetas de valor nominal cada una de ellas, numeradas correlativamente del 842.001 al 2.434.400, ambos inclusive, que dichas acciones se emitieron con una prima de emisión que en junto ascendió a la cifra de 14.243.139.990'-- pesetas, esto es 8.944'44862471 pesetas por acción, tras el oportuno redondeo y que de las referidas nuevas acciones, 1.247.292 acciones, numeradas correlativamente de la 842.001 a la 2.089.292, ambas inclusive, fueron suscritas e íntegramente desembolsadas, así como su prima de emisión por la Compañía -denominada a la sazón- "Grupo Farmacéutico Almirall, S. A.", con C. I. F. A-08-100.372, domiciliada en Barcelona (España), Ronda del General Mitre, número 151, 6ª planta, mediante la aportación, a título de propiedad de un patrimonio empresarial que consiste en la investigación y desarrollo, fabricación y comercialización de productos farmacéuticos, actividad que la sociedad aportante lleva a cabo ya sea directamente, ya sea de forma





ESTADO



2L2587131

indirecta, a través de su participación en entidades mercantiles. Al referido patrimonio empresarial están afectos los activos y pasivos cuya relación y valor individualizado constan en el Balance de Situación e inventario de fecha 30 de junio de 1.997, cuyo original se incorporó como Anexo I al acta de la Junta, como formando parte integrante de la misma y cuya copia se acompañó a la certificación que de la misma se expidió y que figura protocolizada con la propia escritura, entre cuyos bienes aportados figura el siguiente: \_\_\_\_\_

"MARCAS PROPIEDAD DE GRUPO FARMACEUTICO ALMIRALL, S. A." \_\_\_\_\_

País: - EE.UU. \_\_\_\_\_

Número: - 1842573. \_\_\_\_\_

Denominación: - ALMIRALL (ANAG.). \_\_\_\_\_

Clase: - 1, 3, 5. \_\_\_\_\_

Fecha de Concesión: - 5/07/97. \_\_\_\_\_



Organismo que Expidió el Título: - Organismo Nacional  
Competente. \_\_\_\_\_

País: - EE.UU. \_\_\_\_\_

Número: - 1896617. \_\_\_\_\_

Denominación: - ALMIRALL (ANAG.). \_\_\_\_\_

Clase: - 42. \_\_\_\_\_

Fecha de Concesión: - 30/05/95. \_\_\_\_\_

Organismo que Expidió el Título: - Organismo Nacional  
Competente. \_\_\_\_\_

Lo relacionado y transcrito concuerda fielmente  
con los particulares obrantes en las mencionadas copias  
exhibidas, sin que lo demás en ellas consignado,  
restrinja, ni en forma alguna limite o condicione lo  
inserto. \_\_\_\_\_

Y para que conste y a instancia de parte interesada,  
libro el presente TESTIMONIO en tres folios del papel  
exclusivo para documentos Notariales, serie 2L,  
números 2.587.133, 2.587.132 y el del presente, en  
Barcelona a catorce de mayo de mil novecientos  
noventa y ocho. \_\_\_\_\_

Anotado en el Libro Indicador número 4, Asiento  
número 842. \_\_\_\_\_





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APOSTILLE (o legalización única)  
(Convención de la Haya du 5 de octubre, 1961-Real Decreto/1978,  
de 2 de octubre)

1. Pais ESPAÑA

El presente documento público

2. ha sido firmado por D. Salvador Carballo Casado-----

3. Actuando en calidad de Notario, en Testimonio Notarial, en  
relación a escrituras de Cambio de Denominación nº 3242/96  
de Aumento de Capital nº 2178/97, autorizadas por el Sr. -  
Carballo y de Traslado de Domicilio autorizada por D. En-  
rique Beltrán Ruíz nº 570/94, de fecha 14 de Mayo de 1998.

4. Se halla sellado/timbrado con el de su Notaría.

C E R T I F I C A D O

5. En BARCELONA

6. El 16 de Junio de 1998.

7. Por DON JOSE LUIS MEZQUITA DEL CACHO, Decano.

8. Con el Nº : -9804018-

9. Sello/timbre:

10. Firma:



José Luis Mezquita del Cacho  
Decano

