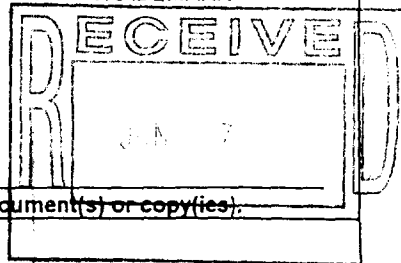


06-14-1999



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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** **6-7-99**

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

Change of Name

Other \_\_\_\_\_

Effective Date  
Month Day Year  
12311995

**Conveying Party**  Mark if additional names of conveying parties attached

Name Boehringer Mannheim Pharmaceuticals Corporation Execution Date  
Month Day Year  
12261995

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

**Receiving Party**  Mark if additional names of receiving parties attached

Name Boehringer Mannheim Corporation

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 9115 Hague Road

Address (line 2) PO Box 50528

Address (line 3) Indianapolis Indiana 46250-0528  
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 Indiana

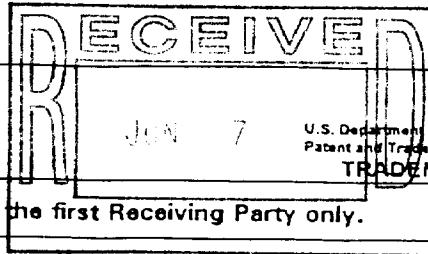
06/11/1999 DNGUYEN 00000200 082520 1851026  
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40E

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.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231



**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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1851026"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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.

Lorraine M. Anderson

Name of Person Signing

*Lorraine M. Anderson*

Signature

6/1/99

Date Signed

## State of Delaware

## 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 MERGER, WHICH MERGES:

"BOEHRINGER MANNHEIM PHARMACEUTICALS CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "BOEHRINGER MANNHEIM CORPORATION" UNDER THE NAME OF "BOEHRINGER MANNHEIM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF INDIANA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2576374 8100M

950310119

AUTHENTICATION:

7770320

DATE:

12-28-95

TRADEMARK

REEL: 001911 FRAME: 0754

**CERTIFICATE OF MERGER**

**OF**

**BOEHRINGER MANNHEIM PHARMACEUTICALS CORPORATION**

**INTO**

**BOEHRINGER MANNHEIM CORPORATION**

(under Section 252 of the General Corporation Law of the State of Delaware)

**BOEHRINGER MANNHEIM CORPORATION hereby certifies that:**

1. The name and state of incorporation of each of the constituent corporations are:

(i) Boehringer Mannheim Pharmaceuticals Corporation, a Delaware corporation ("BMPC"); and

(ii) Boehringer Mannheim Corporation, an Indiana corporation ("BMC").

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger is Boehringer Mannheim Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the laws of the State of Indiana.

4. The Articles of Incorporation of BMC, as in force and effect immediately prior to the effective time of the merger, shall be the Articles of Incorporation of the surviving corporation.

5. The executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is:

Boehringer Mannheim Corporation  
9115 Hague Road  
P.O. Box 50528  
Indianapolis, IN 46250-0528

6. A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

7. The Plan and Agreement of Merger between the aforesaid constituent corporations provides that the merger shall be effective on December 31, 1995, and for accounting purposes shall be deemed to have occurred as of 11:59 p.m. on such date.

8. BMC hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of BMPC, as well as for enforcement of any obligation of BMC arising from the merger, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation law of the State of Delaware; hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and hereby specifies the following address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Boehringer Mannheim Corporation  
9115 Hague Road  
P.O. Box 50528  
Indianapolis, IN 46250-0528  
Attention: Corporate Secretary

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed as of December 26, 1995.

BOEHRINGER MANNHEIM CORPORATION

By: Steve A. Oldham  
Name: Steve A. Oldham  
Title: Vice President

ATTEST:

By: Neal Roach  
Name: Neal Roach  
Title: Assistant Secretary



**ARTICLES OF MERGER / SHARE EXCHANGE**

State Form 30030 (R / 12-87)

Provided by Evan Bayn, Secretary of State of Indiana

Approved by State Board of Accounts, 1988

Present Original and One Copy - Use 8 1/2" x 11" paper for inserts.

FILING FEE: \$90.00

Indiana Code 23-1-40-1 et. seq.

Secretary of State  
State House  
Corporations Division  
Room 155  
Indianapolis, Indiana 46204  
(317) 232-4576

APPROVED AND FILED  
IND. SECRETARY OF STATE

**ARTICLES OF MERGER / SHARE EXCHANGE  
OF**

**BOEHRINGER MANNHEIM PHARMACEUTICALS CORPORATION**

**INTO**

**BOEHRINGER MANNHEIM CORPORATION (effective December 31, 1995)**

In accordance with the requirements of the Indiana Business Corporation Law, the undersigned corporations desiring to effect a merger and share exchange, set forth the following facts:

**ARTICLE I - SURVIVING CORPORATION**

**SECTION 1:**

The name of the corporation surviving the merger is:

BOEHRINGER MANNHEIM CORPORATION

and such name has / has not

(designate which) been changed as a result of the merger.

**SECTION 2: (Since Inapplicable section)**

- 1. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Act incorporated on June 25, 1987.
- ~~2. The surviving corporation is a foreign corporation incorporated under the laws of the State of \_\_\_\_\_ and chartered last admitted to do business in Indiana on \_\_\_\_\_ if the surviving corporation is qualified to do business in Indiana, state the date of admission.~~
- ~~3. If application for admission is filed concurrently herewith, state upon approval of the Board of Accountancy.~~
- ~~4. The surviving foreign corporation does not intend to transact business in Indiana.~~

RECEIVED  
CORPORATIONS DIV.  
JUN 23 11:05  
SUE ANNE GILROY

**ARTICLE II - MERGING CORPORATIONS**

The name, state of incorporation and date of incorporation or admission, respectively, of each Indiana domestic corporation and Indiana-qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation	<u>BOEHRINGER MANNHEIM PHARMACEUTICALS CORPORATION</u>
State of Domicile	<u>DELAWARE</u>
Name of Corporation	
State of Domicile	
Name of Corporation	
State of Domicile	

**ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE**

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(B), is set forth in "Exhibit A" attached hereto and made apart hereof, and consists of four pages, plus a certificate of the Secretary of each merging corporation.

(IND. 1173 - 5/20/88)

PLAN AND AGREEMENT OF MERGER

OF

BOEHRINGER MANNHEIM PHARMACEUTICALS CORPORATION

INTO

BOEHRINGER MANNHEIM CORPORATION

PLAN AND AGREEMENT OF MERGER dated December 26, 1995 between Boehringer Mannheim Corporation, an Indiana corporation ("BMC"), and Boehringer Mannheim Pharmaceuticals Corporation, a Delaware corporation ("BMPC").

WITNESSETH:

WHEREAS, BMC is a corporation duly organized and existing under the laws of the State of Indiana; and

WHEREAS, BMPC is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Boards of Directors of both BMC and BMPC deem it advisable and in the best interests of their respective corporations that BMPC be merged with and into BMC now, therefore, it is agreed that

1. At the Effective Time (as that term is hereinafter defined), and upon the terms and conditions set forth in Section 3 below, BMPC shall be merged with and into BMC, with BMC as the surviving corporation in such merger (the "Surviving Corporation").

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Shares entitled to vote</u>
BMPC	Common Stock, 1,000 shares, par value \$ .10 per share	1,000 shares
BMC	Common Stock, 1,000 shares, no par value	1,000 shares

CONFIDENTIAL  
PROPERTY OF  
BOEHRINGER MANNHEIM  
CORPORATION  
DEC 28 1995

3. The terms and conditions of the merger are as follows:

A. **Share Cancellation.** In view of the fact that a single shareholder owns all of the issued and outstanding capital stock of BMC and BMPC, at the Effective Time each share of the Common Stock, par value \$.10 per share, of BMPC issued and outstanding immediately prior to the Effective Time shall be automatically cancelled and the certificates for such shares shall be surrendered and cancelled.

B. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of BMC shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation.

C. **Shares of Surviving Corporation.** Each share of the Common Stock, no par value, of BMC issued and outstanding immediately prior to the Effective Time shall continue unchanged as one share of the stock of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

D. **Assets; Liabilities.** At the Effective Time, all the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of BMC and BMPC shall be transferred to, vest in and devolve upon the Surviving Corporation, without further act or deed, and every interest of BMC and BMPC shall be as effectively the property of the Surviving Corporation as they were of BMC and BMPC, respectively. The Surviving Corporation shall assume and be liable for all the liabilities, obligations, and penalties of BMC and BMPC.

E. **Directors and Officers.** The directors and officers of BMC immediately prior to the Effective Time shall continue as the directors and officers of the Surviving Corporation at and after the Effective Time.

F. **Service of Process.** The Surviving Corporation (i) hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of BMPC, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; (ii) hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and (iii) hereby specifies the following address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Boehringer Mannheim Corporation  
9115 Hague Road  
P.O. Box 50528  
Indianapolis, IN 46250-0528



Attention: Corporate Secretary

G. **Abandonment.** Notwithstanding the approval and adoption of this Plan and Agreement of Merger by the sole stockholder of either or both BMC and BMPC, this Plan and Agreement of Merger may be terminated at any time prior to the Effective Time by the Board of Directors of either BMC or BMPC.

4. The merger of BMC into BMPC shall be effective on December 31, 1995, and for accounting purposes shall be deemed to have occurred as of 11:59 p.m. on such date (the "Effective Time").

IN WITNESS WHEREOF, the undersigned have signed this Agreement as of the date first above written.

BOEHRINGER MANNHEIM CORPORATION

By: Steve A. Oldham  
Name: Steve A. Oldham  
Title: Vice President

BOEHRINGER MANNHEIM  
PHARMACEUTICALS CORPORATION

By: \_\_\_\_\_  
Name: Randall E. Woods  
Title: President

Attention: Corporate Secretary

G. **Abandonment.** Notwithstanding the approval and adoption of this Plan and Agreement of Merger by the sole stockholder of either or both BMC and BMPC, this Plan and Agreement of Merger may be terminated at any time prior to the Effective Time by the Board of Directors of either BMC or BMPC.

4. The merger of BMC into BMPC shall be effective on December 31, 1995, and for accounting purposes shall be deemed to have occurred as of 11:59 p.m. on such date (the "Effective Time").

IN WITNESS WHEREOF, the undersigned have signed this Agreement as of the date first above written.

BOEHRINGER MANNHEIM CORPORATION

By:

\_\_\_\_\_  
Name: Steve A. Oldham  
Title: Vice President

BOEHRINGER MANNHEIM  
PHARMACEUTICALS CORPORATION

By:

\_\_\_\_\_  
Name: Randall E. Woods  
Title: President

**CERTIFICATE OF THE SECRETARY**

**OF**

**BOEHRINGER MANNHEIM CORPORATION**

The undersigned, being the duly elected and acting Secretary of BOEHRINGER MANNHEIM CORPORATION, an Indiana corporation (the "Corporation"), hereby certifies that the Plan and Agreement of Merger to which this Certificate is attached was duly adopted by the written consent of the sole shareholder of the Corporation dated December 26, 1995.

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affixed the seal of the Corporation this 26 day of December, 1995.

  
\_\_\_\_\_  
Neal Roach  
Assistant Secretary

**CERTIFICATE OF THE SECRETARY**

**OF**

**BOEHRINGER MANNHEIM PHARMACEUTICALS CORPORATION**

The undersigned, being the duly elected and acting Secretary of BOEHRINGER MANNHEIM PHARMACEUTICALS CORPORATION, a Delaware corporation (the "Corporation"), hereby certifies that the Plan and Agreement of Merger to which this Certificate is attached was duly adopted by the written consent of the sole stockholder of the Corporation dated December , 1995.

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affixed the seal of the Corporation this day of December, 1995.

\_\_\_\_\_  
J. Barry Buzogany  
Secretary

RECEIVED  
CORPORATION DIV.  
55 DEC 23 PM 12:05  
SUE ANNE GILBOY

**CERTIFICATE OF THE SECRETARY**

**OF**

**BOEHRINGER MANNHEIM CORPORATION**

The undersigned, being the duly elected and acting Secretary of **BOEHRINGER MANNHEIM CORPORATION**, an Indiana corporation (the "Corporation"), hereby certifies that the Plan and Agreement of Merger to which this Certificate is attached was duly adopted by the written consent of the sole shareholder of the Corporation dated December , 1995.

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Neal Roach  
Assistant Secretary

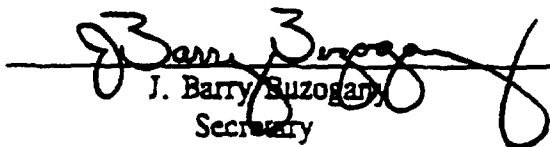
**CERTIFICATE OF THE SECRETARY**

**OF**

**BOEHRINGER MANNHEIM PHARMACEUTICALS CORPORATION**

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**IN WITNESS WHEREOF**, the undersigned has executed this Certificate and affixed the seal of the Corporation this            26 day of December, 1995.

  
J. Barry Buzogian  
Secretary

RECEIVED  
CERTIFICATE  
95 DEC 23 PM 5:00  
SUE / HANE G