

10-26-1999



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Form PTO-1594
1-31-92

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No. A1478W-US

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

1. Name of conveying party(ies):
 William H Rorer, Inc. 10/21/99

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Rhone-Poulenc Rorer Pharmaceuticals
 Internal Address: _____
 Street Address: 500 Arcola Road, PO Box 5093
 City: Collegeville State: PA Zip: 19426

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
 U.S. Trademark Registration No. 826,772

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Ross J. Oehler, Esq.
 Internal Address: Rhône-Poulenc Rorer Inc.
Legal-Patents; #3C43
 Street Address: P.O. Box 5093
 City: Collegeville State: PA Zip: 19426-0997


6. Total number of applications and registrations involved..... 1

7. Total fee (37 CFR 3.41):..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account 18-1982

8. Deposit Account number:
18-1982

DO NOT USE THIS SPACE

9. Statement of 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.

Ross J. Oehler  10/21/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

10/25/1999 DNGUYEN 00000188 181982 826772

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TRADEMARK
 REEL: 001979 FRAME: 0267

State of Delaware

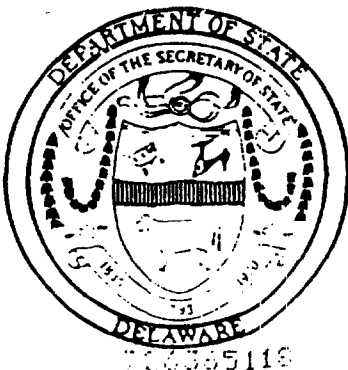


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF MERGER OF "WILLIAM H. RORER, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, MERGING WITH AND INTO "USV PHARMACEUTICAL CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "RORER PHARMACEUTICAL CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE THE THIRTIETH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

1 1 1 1 1 1 1 1 1



Michael Harkins
 Michael Harkins, Secretary of State

AUTHENTICATION: 11066498
 DATE: 12/31/1986

Commonwealth of Pennsylvania

87051151



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by WILLIAM H. RORER, INC., a Pennsylvania corporation and USV PHARMACEUTICAL CORPORATION, a Delaware corporation

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that WILLIAM H. RORER, INC., the Pennsylvania corporation has been merged into and with USV PHARMACEUTICAL CORPORATION, the Delaware corporation

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that USV PHARMACEUTICAL CORPORATION, the Delaware corporation, shall be the surviving corporation.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 30th day of December in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred eleventh.

Secretary of the Commonwealth

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State of Delaware



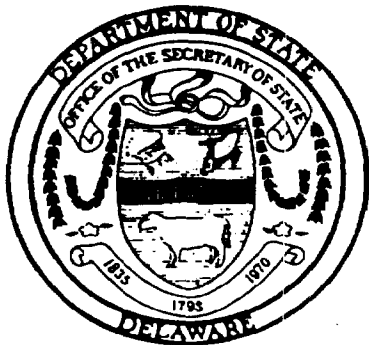
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'90 SEP 12 A9:04

EVEL...
RECORDED

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE
 DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE
 CERTIFICATE OF AMENDMENT OF RORER PHARMACEUTICAL CORPORATION FILED IN
 THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 1990, AT 9 O'CLOCK A.M.



730253008

Michael Harkins

 Michael Harkins, Secretary of State

AUTHENTICATION: 2785803

DATE: 09/10/1990

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
RORER PHARMACEUTICAL CORPORATION

The undersigned, being officers of Rorer Pharmaceutical Corporation (the "Corporation"), for the purpose of amending the Certificate of Incorporation pursuant to the provisions of section 242 of the Delaware General Corporation Law, hereby execute the following Certificate of Amendment:

FIRST: The name of the corporation is RORER PHARMACEUTICAL CORPORATION.

SECOND: The following amendment was adopted by the directors and sole shareholder in the manner prescribed by the Delaware General Corporation Law:

Article FIRST of the Certificate of Incorporation is hereby amended to read as follows:

"The name of the corporation is Rhône-Poulenc Rorer Pharmaceuticals Inc."

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Amendment of the Certificate of Incorporation to be duly executed by its President and attested by its Secretary this 6th day of September, 1990.

Attested by:

RORER PHARMACEUTICAL CORPORATION

Richard Driansky
Richard Driansky
Secretary

BY: Randy H. Thurman
Randy H. Thurman
President