

03-09-2000

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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

- 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
 12 22 1999

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
 12 22 1999

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

03/08/2000 DNGUYEN 00000300 181290 1879087

FOR OFFICE USE ONLY

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

TRADEMARK
REEL: 002031 FRAME: 0991

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)

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.

Barbara R. Bauer

2/14/2000

Name of Person Signing

Signature

Date Signed



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 7 2000



Bill Jones

Secretary of State

**CERTIFICATE OF OWNERSHIP MERGING
MEDEVA PHARMACEUTICALS CA, INC.
INTO MEDEVA CALIFORNIA INC.**

ENDORSED - FILED
In the Office of the Secretary of State
of the State of California

JAN 21 2000

BILL JONES, Secretary of State

The undersigned officers of Medeva California Inc. do hereby certify:

1. That they are the Vice President, Finance and the Secretary of this corporation.
2. That this corporation is duly organized and existing under the laws of the State of California.
3. That this corporation owns 100 percent of the outstanding shares of Medeva Pharmaceuticals CA, Inc., a corporation duly organized and existing under the laws of the State of California.
4. That the following resolutions were duly adopted and approved by the board of directors of this corporation:

RESOLVED that Medeva California, Inc. merge, and does hereby merge, into itself Medeva Pharmaceuticals CA, Inc., its subsidiary, and assumes all of its obligations pursuant to Section 1110 of the California Corporations Code.

FURTHER RESOLVED that Medeva California Inc. change its name by amending Article I of its Articles of Incorporation to read as follows:

“The name of this corporation shall be Medeva Pharmaceuticals CA, Inc.”

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at 755 Jefferson Road, Rochester, New York, on December 22, 1999.

Ian R Garland

Name: Ian R. Garland
Title: Vice President, Finance
Chief Financial Officer & Treasurer

Helen P Wiley

Name: Helen P. Wiley
Title: Secretary



ASSUMPTION AGREEMENT

ASSUMPTION AGREEMENT made this 22nd day of December, 1999 between Medeva Pharmaceuticals CA, Inc., a California corporation ("MPCA"), and Medeva California Inc., a California corporation ("MCI").

W I T N E S S E T H:

WHEREAS, the Board of Directors of MCI, as the sole shareholder of MPCA, resolved to merge into itself MPCA pursuant to §1110 of the California Corporation Law (the "Merger"); and

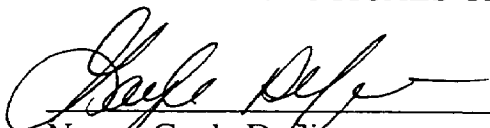
WHEREAS, in connection with the Merger, MCI wishes to assume all liabilities and obligations of MPCA.


NOW THEREFORE, in consideration of the premises and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. MCI hereby undertakes, assumes and agrees to pay, perform or discharge in accordance with their terms, to the extent not heretofore paid, performed or discharged, all of MPCA's liabilities and obligations;
2. This Assumption Agreement shall be construed in accordance with and governed under the laws of the State of California.
3. This Assumption Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same document.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers as of the day and year first above written.

MEDEVA PHARMACEUTICALS CA, INC.

By: 
Name: Gayle Deffin
Title: President

MEDEVA CALIFORNIA, INC.
By: 
Name: Ian R. Garland
Title: Vice President, Finance
Chief Financial Officer & Treasurer