

04-18-2000

REC



Attorney Docket No.: 9289-AFF

101323565

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

1. Name of conveying party(ies):

Pharmacia Biotech Inc.

3-6-00

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

Pharmacia U.S. Inc.
535 Madison Avenue
New York, NY 10022

2000 MAR -6 PM 2:15
OPR/FINANCE

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: July 13, 1994

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: New York
- Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):
882,366

5. Name and address of party to whom correspondence document should be mailed:

Jay K. Meadway
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
One Commerce Square
2005 Market Street, 22nd Floor
Philadelphia, PA 19103-7086
Telephone: 215-965-1200
Facsimile: 215-965-1210
E-Mail: jmeadway@akingump.com

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
_____ x \$25.00 = \$ _____
 Authorized to be charged to deposit account

8. Deposit account number: 50-1017

DO NOT USE THIS SPACE

9. 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.

JAY MEADWAY
Name of Person

Jay Meadway
Signing Signature

3/2/00
Date

04/19/2000 TTDN11 00000129 501017 882366

Total number of pages including cover sheet, attachments and document: [8]

01 FC:481 40.00 CH
OMB No. 0651-0011 (exp. 4/94)

T 940528000593

FILED ^{MUS}

CERTIFICATE OF MERGER
OF
PHARMACIA BIOTECH INC.
INTO
PHARMACIA U.S. INC.

JUL 13 1994
7-13-94
LONNA R. HOOKS
Secretary of State
0940414

UNDER SEC. 905 OF THE NEW YORK BUSINESS CORPORATION LAW

Pursuant to the provisions of Section 14A:10-5.1 (as made applicable by Sec. 14A:10-7(c)) of the New Jersey Business Corporation Act and Section 905 (as made applicable by Sec. 907(d)) of the New York Business Corporation Law, the undersigned corporations adopt the following Certificate of Merger for the purpose of merging Pharmacia Biotech Inc., a New Jersey corporation, having offices at 800 Centennial Ave., Piscataway, New Jersey 08855 ("PBI"), into Pharmacia U.S. Inc., a New York corporation, having offices at 535 Madison Ave., New York, New York 10022 ("PUS" also referred to herein as the "Surviving Corporation").

I. PUS was incorporated in New York on August 27, 1993.

II. PBI was incorporated in New Jersey on March 29, 1968 and was qualified to do business in New York on January 2, 1992.

III. There are 10,014 issued and outstanding shares of one class of PBI stock all of which are owned of record by PUS. There are issued and outstanding 1,267 shares of PUS stock, all of which are owned of record by Pharmacia AB.

IV. PBI and PUS desire to merge their operations into a single entity in a tax-free reorganization meeting the requirements of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

V. The Board of Directors of PUS has determined that it is in the best interest of the corporations that PBI merge into PUS in accordance with the Section 14A:10-5.1 of the New Jersey Business Corporation Act and Section 905 of the New York Business Corporation Law.

VI. The following Agreement and Plan of Merger meeting the requirements of and pursuant to Sections 14A:10-5.1 of the New Jersey Business Corporation Act and Section 905 the New York Business Corporation Law was adopted and approved by the Board of Directors of PUS by unanimous consent on May 13, 1994 and by the Sole Shareholder of PUS on May 13, 1994 and executed by the authorized officers of PBI and PUS on May 13, 1994:

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6974950500 S-10040

1. **Merger/Surviving Corporation.** PBI shall merge into PUS, which shall be the surviving corporation.
2. **Terms and Conditions of Merger.** On the effective date of the merger of PBI into PUS:
 - 2.1. The separate existence of PBI shall cease and PUS shall continue in existence as the Surviving Corporation;
 - 2.2. PUS shall thereupon and thereafter possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of both of PBI and PUS;
 - 2.3. All real and personal property, tangible and intangible, of every kind and description belonging to PBI and PUS shall be vested in PUS without further action or deed, and the title to any real estate, or any interest therein, vested in PBI and PUS shall not revert or be in any way impaired by reason of the merger;
 - 2.4. PUS shall be liable for all of the obligations and liabilities of PBI and any claim existing or action or proceeding pending by or against PBI may be prosecuted to judgment by PUS as if the merger had not taken place or PUS may be substituted in place of PBI. The merger shall impair neither the rights of the creditors nor any liens on the property of PBI;
 - 2.5. PUS shall take the assets and liabilities of PBI onto its books, as of the effective date of the merger, at the amounts at which they are carried on the books of PBI; and
 - 2.6. The directors of PUS shall continue to be directors of the Surviving Corporation for the terms for which they were elected and qualified as provided by law and the By-Laws of the Surviving Corporation, and all persons who shall be executive or administrative officers of the Surviving Corporation 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 the Surviving Corporation.
3. **Shares of Subsidiary Stock/Cancellation of PBI Stock.** Immediately before the effective date of the merger, there will be issued and outstanding 10,014 shares of one series of common stock of PBI. PUS is and will be the sole shareholder of PBI immediately prior to the effective date of the merger. As of the date of the merger all PBI shares shall be canceled and retired. As PUS is the sole shareholder of PBI and the merger described herein is a parent-

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subsidiary merger, no shares of common stock of the Surviving Corporation shall be issued for the stock of PBI.

4. **Abandonment Provision.** This Agreement and Plan of Merger may be abandoned at any time prior to the filing of the Certificate of Merger with the Secretary of State of each of New Jersey and New York by mutual consent of the parties. In the event of abandonment of this Agreement and Plan of Merger, this Agreement shall become null and void and there shall be no liability or obligation on the part of any party.
5. **Further Assurances.** If at any time the 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 by the parties that the Surviving Corporation shall have the authority to execute such conveyances or documents and take such actions on behalf of PBI as may be required as agent and attorney-in-fact, with full power of substitution, to take any and all action on behalf of PBI as may be required to carry out the purposes and provisions of this Agreement and Plan of Merger.
6. **Foreign Corporation Registration/Service of Process.** The Surviving Corporation shall not maintain its registration as a foreign corporation in the State of New Jersey. The Surviving Corporation agrees that it may be served with process, delivered to its registered agent in New Jersey, in any proceeding for enforcement of any obligation of PBI. PUS hereby makes an irrevocable appointment of the Secretary of State of New Jersey as its agent to accept service of process in any such proceeding in New Jersey. The Secretary of State thereof, shall mail a copy of the process in such proceeding to PUS at the address first set forth in the preamble to this Agreement.

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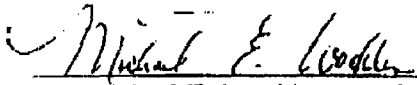
VIII. Effective Date. This merger shall be effective : . . . on the 31st day of May, 1994 which shall be the effective date of this Certificate of Merger.

IN WITNESS WHEREOF, PBI and PUS have each caused this Certificate of Merger to be signed by their authorized officers on the date set forth below.




Christopher L. Cannon,
Secretary

PHARMACIA BIOTECH INC.

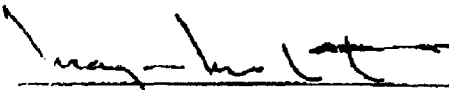


By: Michael E. Woehler, President



Christopher L. Cannon,
Secretary

PHARMACIA U.S. INC.



By: Magnus Moliteus, President

Dated: May 13, 1994

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1996-03-06 14:50

Pharmacia/Upjohn

46 18 166366 25

CERTIFICATE OF MERGER
OF

9405260000873

Pharmacia Biotech Inc.

INTO

Pharmacia U.S. Inc.

(PURSUANT TO SEC. 903 OF THE BUSINESS CORPORATION LAW)

AMR

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 26 1994
TAX \$ _____
BY: PTC
NY

FILED BY:

Norris McLaughlin + Marcus

721 ROUTE 202R206

P.O. Box 1018

BRIDGEWATER NJ 08807

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9405260000635



State of New Jersey
DEPARTMENT OF THE TREASURY
DIVISION OF TAXATION

June 29, 1994

Certificate No.: N-90266 M

Fee Paid: \$25.00

Application No.: AHP

CERTIFICATE OF NON-ASSESSMENT OF STATE TAXES

This is to certify that there have been no State taxes levied upon or assessed against:

PHARMACIA U.S. INC. -- A NEW YORK
CORPORATION, NOT AUTHORIZED IN
NEW JERSEY.

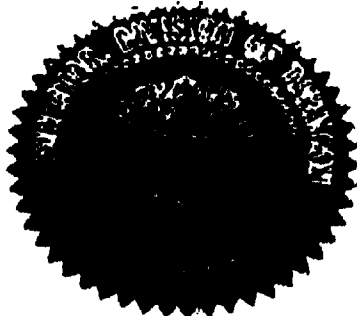
by the State of New Jersey, under Title 54 of the Revised Statutes and all acts amendatory thereof or antecedent or supplementary thereto, have been paid.

This Certificate is not good after: 45 DAYS.

WITNESS my hand and official seal at Trenton,
this day of June, A.D. 1994

Richard D. Gardner

Director
New Jersey Division of Taxation



144001485131655608000004001 A-5013

New Jersey is an Equal Opportunity Employer



State of New Jersey
DEPARTMENT OF THE TREASURY
DIVISION OF TAXATION

June 29, 1994

Certificate No. B-90265 M
Application No. AHP

Fee Paid \$25.00

TAX CLEARANCE CERTIFICATE

This is to certify that all State taxes, fees, penalties, and interest levied upon or assessed against:

PHARMACIA BIOTECH INC
6974-9505-00
TAX CLEARANCE CERTIFICATE ISSUED UNDER
ASSUMPTION OF TAX LIABILITY BY DYNOCROM,
INC. -- A DELAWARE CORPORATION
AUTHORIZED IN NJ (0100-4924-91).

by the State of New Jersey, under Title 54 of the Revised Statutes and all acts amendatory thereof, or antecedent or supplementary thereto, have been paid or provided for.

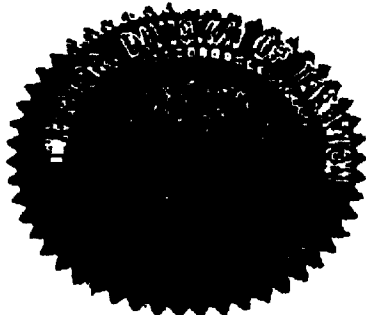
This Certificate is VOID after 45 days from the date herein.

WITNESS my hand and official seal at Trenton,

this 29th day of June A.D. 1994

Richard D. Gardner

Director
New Jersey Division of Taxation



1440D01485131633608000004001 A-5012

New Jersey is an Equal Opportunity Employer