

05-24-2000



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RECORDATION FORM COVER SHEET  
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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  
Effective Date  
Month Day Year  
01/26/99
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name BIODEVELOPMENT CORPORATION

Execution Date  
Month Day Year  
01/26/99

Formerly \_\_\_\_\_

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

Receiving Party

Mark if additional names of receiving parties attached

Name ROXANE LABORATORIES, INC.

DBA/AK/A/T/A \_\_\_\_\_

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

Address (line 1) 1809 WILSON ROAD, P.O. BOX 16532

Address (line 2) \_\_\_\_\_

Address (line 3) COLUMBUS

OH

State/Country

43216

Zip Code

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

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.)

FOR OFFICE USE ONLY

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**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)		
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**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**

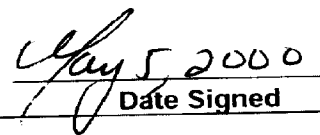
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mary-Ellen M. Devlin

Name of Person Signing



Signature



Date Signed

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 OWNERSHIP, WHICH MERGES:

"BIODEVELOPMENT CORPORATION", A VIRGINIA CORPORATION, WITH AND INTO "ROXANE LABORATORIES, INC." UNDER THE NAME OF "ROXANE LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1999, AT 3:30 O'CLOCK P.M.



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001171468

*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

0359842

DATE:

04-04-00

TRADEMARK  
REEL: 002078 FRAME: 0396

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
BIODEVELOPMENT CORPORATION  
WITH AND INTO  
ROXANE LABORATORIES, INC.**

\*\*\*\*\*

Roxane Laboratories, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

**FIRST:** That this corporation was incorporated on the 27th day of November, 1978, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of BioDevelopment Corporation, a corporation incorporated on the 6th day of July, 1990, pursuant to the Stock Corporation Act of the Commonwealth of Virginia.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members as of the 22nd day of January, 1999, filed with the minutes of the Board, determined to merge into itself said BioDevelopment Corporation:

WHEREAS, the Board of Directors considers it to be in the best interest of the Corporation and its stockholder that this Corporation merge with its

wholly owned subsidiary corporation, BioDevelopment Corporation, pursuant to the terms and conditions of the Plan of Merger which has been submitted to the Board:

**NOW THEREFORE BE IT:**

**RESOLVED** that, this Corporation merge into itself BioDevelopment Corporation and assume all of its obligations.

**RESOLVED** that, the terms and conditions of the Plan of Merger, providing for the merger of BioDevelopment Corporation with and into the Corporation, in the form attached hereto, is hereby approved and adopted by the Board of Directors of the Corporation.

**RESOLVED** that, the merger shall become effective February 1, 1999.

**RESOLVED** that, the Plan of Merger be submitted to the Stockholder of the Corporation for consideration.

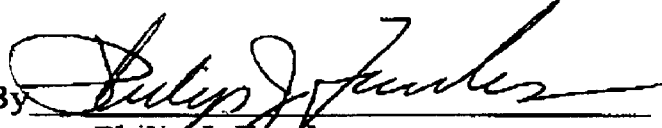
**RESOLVED** that, the officers of the Corporation be, and each of them hereby is, authorized to execute on behalf of this Corporation and to deliver the Plan of Merger, which shall be in the form attached hereto, subject to such minor changes as the officer executing the same shall approve, and the execution thereof by such officer to be conclusive evidence of such approval, with the corporate seal to be thereunto affixed and the Plan of Merger attested by the Secretary or Assistant Secretary, but neither such affixing of the corporate seal nor attestation shall be necessary to the validity of such agreement;

**RESOLVED** that, the officers of the Corporation be and each hereby are, authorized and directed to do or cause to be done any and all such acts and things and to execute and deliver any and all such further documents and papers as they may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions.

**FOURTH:** A copy of the aforesaid Plan of Merger as referenced in the above resolutions is attached hereto.

IN WITNESS WHEREOF, said Roxane Laboratories, Inc. has caused this Certificate to be signed by its duly authorized Vice President and Secretary, on behalf of said corporation and said Vice President and Secretary declares that the facts stated herein are true as of this 26th day of January, 1999.

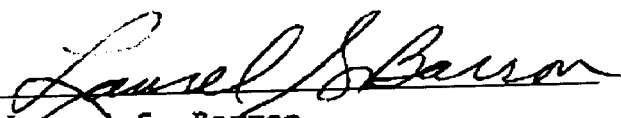
ROXANE LABORATORIES, INC.

By   
Philip J. Franks  
Vice President and Secretary

State of Connecticut }  
  } ss Ridgefield  
County of Fairfield }

Personally appeared before me the above-named Philip J. Franks, known to me to be the same person who executed the foregoing instrument and to be the Vice President and Secretary of Roxane Laboratories, Inc., and acknowledged to me that he executed the same as his free act and deed and the free act and deed of the above-mentioned corporation.

Subscribed and sworn to before me on January 26, 1999.

  
Laurel S. Barron  
Notary Public  
My Commission Expires June 30, 2001

bdccermg agr

## PLAN OF MERGER

**AGREEMENT** is made as of this 26th day of January, 1999 by and between ROXANE LABORATORIES, INC., a corporation organized and existing under the laws of the State of Delaware, having its principal office at 1809 Wilson Road, Columbus, County of Franklin, Ohio, and BIODEVELOPMENT CORPORATION, a corporation organized and existing under the laws of Commonwealth of Virginia, having its principal office and place of business at 1809 Wilson Road, Columbus, County of Franklin, Ohio.

The following terms and conditions, herein referred to as the "Plan of Merger", shall govern the merger of BIODEVELOPMENT CORPORATION with and into its parent corporation, ROXANE LABORATORIES, INC.:

### 1. Surviving Corporation.

a. BIODEVELOPMENT CORPORATION is a wholly owned subsidiary of ROXANE LABORATORIES, INC. and all references in this Plan of Merger to "subsidiary corporation" shall be to BIODEVELOPMENT CORPORATION.

b. ROXANE LABORATORIES, INC., which owns all of the issued and outstanding stock of the above-named subsidiary corporation, shall be the surviving corporation and all references in this Plan of Merger to "surviving corporation" shall be to ROXANE LABORATORIES, INC.

### 2. Management.

a. The certificate of incorporation of ROXANE LABORATORIES, INC. shall be and remain the certificate of incorporation of the surviving corporation following the effective date of the merger until the same shall be altered or amended.

b. The bylaws of ROXANE LABORATORIES, INC. shall be and remain the bylaws of the surviving corporation until altered, amended, or repealed.

c. The officers and directors of ROXANE LABORATORIES, INC. in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of the surviving corporation for the term elected until their respective successors shall be elected or appointed and qualified.

3. **Effective Date.**

The effective date of the merger shall be February 1, 1999.

4. **Rights, Privileges, etc.**

a. On the effective date of the merger, ROXANE LABORATORIES, INC. shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the subsidiary corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other assignable rights of action and all and every other interest of or belonging to or due to the subsidiary corporation shall be deemed to be transferred to and vested in ROXANE LABORATORIES, INC. without further act or deed, and the title to an property or any interest therein, vested in the subsidiary corporation shall not revert or be in any way impaired by reason of the merger.

b. On the effective date of the merger, ROXANE LABORATORIES, INC. shall be deemed responsible and liable for all the liabilities and obligations of the subsidiary corporation; and any claims existing by or against the subsidiary corporation may be prosecuted to judgment as if the merger had not taken place, or ROXANE LABORATORIES, INC. may be substituted in place of the subsidiary corporation. The rights of the creditors shall not be impaired by this merger. ROXANE LABORATORIES, INC. shall execute and delivery any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the subsidiary corporation.

5. **Conversion of Shares.**

ROXANE LABORATORIES, INC. at present owns all of the outstanding shares of stock of the subsidiary corporation. On the effective date of the merger, all the outstanding shares of stock of the subsidiary corporation shall be surrendered and canceled. The shares of common stock of ROXANE LABORATORIES, INC., whether authorized or issued on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock be issued by reason of this merger.

6. **Expenses of Merger.**

ROXANE LABORATORIES, INC. shall pay all the expenses of accomplishing the merger.

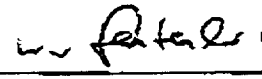


7. **Subsequent Acts.**

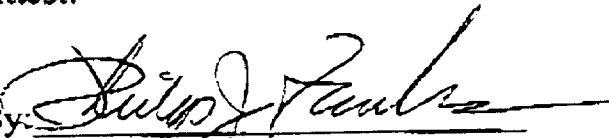
If at any time ROXANE LABORATORIES, INC. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in ROXANE LABORATORIES, INC. the title to any property or rights of the subsidiary corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the subsidiary corporation as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in ROXANE LABORATORIES, INC. and to otherwise carry out the provisions hereof.

IN WITNESS WHEREOF, the above-mentioned corporations have caused this instrument to be executed in their behalf, pursuant to the authority of their Boards of Directors, by the Chairman of the Board and Chief Executive Officer of each corporation, and their corporate seals to be attached, attested by the secretary of each corporation as of the day and year first above written.


ROXANE LABORATORIES, INC.

By:   
Werner Gerstenberg  
Chairman of the Board  
and Chief Executive Officer

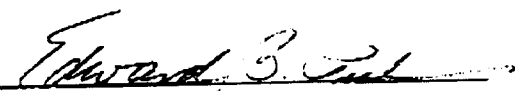
Attest:

By:   
Philip J. Franks  
Secretary

BIODEVELOPMENT CORPORATION

By:   
Sheldon Berkle  
Chairman of the Board  
and Chief Executive Officer

Attest:

By:   
Edward B. Peel  
Secretary

*bdcplmrg.agr*