

07-21-2000

FORM PTO-1594  
(Rev. 8-93)

REC



HEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

101389531

Tab settings ☐ ☐ ☐ ☐

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

## 1. Name of conveying party(ies):

Miles Inc.  
1127 Myrtle Street  
Elkhart, IN 46514

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State Indiana  
☐ Other \_\_\_\_\_

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

## 3. Nature of conveyance:

6-22-2000

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☒ Other See attached page for Brief.

Execution Date: April 1, 1995

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

Name: Bayer Corporation

Internal Address: \_\_\_\_\_

Street Address: 1884 Miles Avenue

City: Elkhart State: IN ZIP: 46514

- ☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation-State Indiana  
☐ 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

## 4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

684,765

Additional numbers attached? ☐ Yes ☒ No

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

Name: Fred Carl III

Internal Address: C29.1E.1

Bayer Corporation

Bayer Corporation

Street Address: 1884 Miles Avenue

City: Elkhart State: IN ZIP: 46514  
Telephone: 219-262-6417

## 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

## 8. Deposit account number:

50-1205

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

Charge 40.00  
No 5 spec fee

## 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.

Fred Carl III, Counsel

Name of Person Signing

Signature

6/21/00

Date

Total number of pages including cover sheet, attachments, and document: 39

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents &amp; Trademarks, Box Assignments

TRADEMARK

REEL: 002079 FRAME: 0542

Item 3.

NATURE OF CONVEYANCE CONTINUED

Document previously recorded at Reel 1368, Frame 0147 contained an error property No. 1,891,426. Document re-recorded to correct error on stated Reel. Registration No. 1,891,426 was incorrectly included in the previous Schedule.

198603-197

ARTICLES OF MERGER

OF

BAYER USA INC.

AND

BAYER CORPORATION

AND

MILES FINANCIAL SERVICES INC.

INTO

MILES INC.

198603-197

APPROVED  
AND  
FILED  
MAR 19 1986  
WEST VIRGINIA STATE

FILED  
MAR 23 1986  
INDIANA

FILED  
MAR 23 1986  
INDIANA

In accordance with the requirements of the Indiana Business Corporation Law, the undersigned corporations (namely, Bayer USA Inc., a West Virginia corporation ("Bayer USA"), Bayer Corporation, an Indiana corporation ("Bayer") and Miles Financial Services Inc., a Massachusetts corporation ("Miles Financial")), each desiring to effect a merger (all three such mergers being collectively referred to herein as the "Mergers") with and into, Miles Inc., an Indiana corporation ("Miles"), set forth the following facts:

## ARTICLE I

Surviving Corporation

1. The name of the corporation surviving the Mergers is Miles Inc. Immediately following the effective time of the Mergers, the Articles of Incorporation and By-laws of Miles shall be amended to change the name of Miles to Bayer Corporation. The Articles of Incorporation and By-laws as so amended shall continue to be the Articles of Incorporation and By-laws of the corporation surviving the Mergers.

2. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Act, incorporated on March 6, 1986.

## ARTICLE II

Merging Corporations

The name, state of incorporation and date of incorporation, respectively, of each Indiana domestic corporation and each foreign corporation, other than the survivor, which is a party to the Mergers is as follows:

<u>Name of Corporation</u>	<u>State of Domicile</u>	<u>Date of Incorporation</u>
Bayer Corporation	Indiana	November 17, 1994
Bayer USA Inc.	West Virginia	December 2, 1991
Miles Financial Services Inc.	Massachusetts	March 8, 1973

### ARTICLE III

#### Plan of Merger

The Agreement and Plan of Merger, dated as of February 13, 1995 (the "Plan of Merger"), containing such information as required by Indiana Code 23-1-40-1(b), is set forth in Exhibit A, attached hereto and made a part hereof.

### ARTICLE IV

#### Manner of Adoption and Vote

1. The Plan of Merger was approved by the Board of Directors of the undersigned domestic corporations in the manner prescribed by the Indiana Business Corporation Law, and was also approved by the Board of Directors of each of the undersigned foreign corporations in the manner prescribed by the laws of the States under which they are incorporated.

2. The Plan of Merger was approved by the sole shareholder of each of the undersigned domestic corporations by written consent in the manner prescribed by the Indiana Business Corporation Law, and was also approved by the sole shareholder of each of the undersigned foreign corporations by written consent in the manner prescribed by the laws of the States under which they are incorporated.

3. As to each corporation whose shareholders are entitled to vote on the Plan of Merger, the designation and number of outstanding shares, the number of shares entitled to vote and the vote on the Plan of Merger by written consent are as follows:

<u>Name of Corporation</u>	<u>Number and Designation of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Bayer Corporation	1,000 shares Common Stock	1,000	1,000	-0-
Bayer USA Inc.	1,000 shares Common Stock	1,000	1,000	-0-
Miles Financial Services Inc.	3,000 shares Common Stock	3,000	3,000	-0-
Miles Inc.	1,003 shares Common Stock	1,003	1,003	-0-

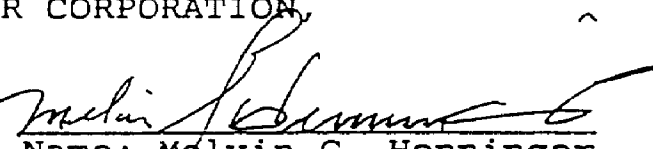
ARTICLE V

The effective date of these Articles of Merger shall be 12:01 a.m., Eastern Standard Time, on April 1, 1995.

IN WITNESS WHEREOF, the undersigned being the President of each of Bayer, Bayer USA, Miles Financial and Miles, execute these Articles of Merger and verify, subject to penalties of perjury, that the statements contained herein are true, this 15<sup>th</sup> day of March 1995.

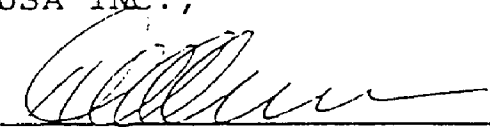
BAYER CORPORATION,

By

  
Name: Melvin G. Henninger  
Title: President

BAYER USA INC.,

By

  
Name: David C. Owens  
Title: President

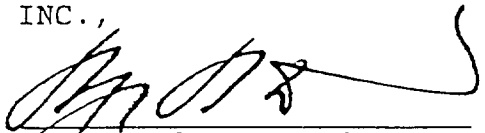
MILES FINANCIAL SERVICES INC.,

By

  
Name: Jon R. Wyne  
Title: President

MILES INC.,

By



Name: Helge H. Wehmeier

Title: President



AGREEMENT AND PLAN OF MERGER

320A  
EXHIBIT  
APPROVED  
AND  
FILED  
IN  
SECRETARY OF STATE

AGREEMENT AND PLAN OF MERGER dated as of February 13, 1995, among MILES INC., an Indiana corporation ("Miles"), BAYER CORPORATION, an Indiana corporation ("Bayer"), BAYER USA INC., a West Virginia corporation ("Bayer USA") and MILES FINANCIAL SERVICES INC., a Massachusetts corporation ("Miles Financial") (Miles, Bayer, Bayer USA and Miles Financial being hereinafter collectively referred to as the "Constituent Corporations").

The authorized capital stock of Miles, all of which is voting stock, consists of 1,100 shares of Common Stock, par value \$1.00 per share ("Miles Common"). As of the date hereof, 1,003 shares of Miles Common are issued and outstanding, fully paid and nonassessable, and are owned of record and beneficially by Bayer AG, a corporation established and existing under and by virtue of the laws of the Federal Republic of Germany.

The authorized capital stock of Bayer, all of which is voting stock, consists of 1,000 shares of Common Stock, par value \$1.00 per share ("Bayer Common"). As of the date hereof, 1,000 shares of Bayer Common are issued and outstanding, fully paid and nonassessable, and are owned of record and beneficially by Miles.

The authorized capital stock of Bayer USA, all of which is voting stock, consists of 1,000 shares of Common Stock, par value \$1.00 per share ("Bayer USA Common"). As of the date hereof, 1,000 shares of Bayer Common are issued and outstanding, fully paid and nonassessable, and are owned of record and beneficially by Miles.

The authorized capital stock of Miles Financial, all of which is voting stock, consists of 12,500 shares of Common Stock, of no par value ("Miles Financial Common"). As of the date hereof, 3,000 shares of Miles Financial Common are issued

and outstanding, fully paid and nonassessable, and are owned of record and beneficially by Miles.

The respective Boards of Directors of Miles, Bayer, Bayer USA and Miles Financial have, by resolutions duly adopted, approved and adopted this Agreement and Plan of Merger providing for the mergers of Bayer, Bayer USA and Miles Financial with and into Miles pursuant to the terms hereof (the "Mergers"). The Board of Directors of each of Bayer, Bayer USA and Miles Financial have directed that this Agreement and Plan of Merger be submitted to its sole shareholder, Miles, for approval and adoption in accordance with the Indiana Business Corporation Law, the West Virginia Corporation Act and the Massachusetts Business Corporation Law, respectively, and the Board of Directors of Miles has directed that this Agreement and Plan of Merger be submitted to its sole shareholder, Bayer AG, for the purpose of acting thereon in accordance with the Indiana Business Corporation Law. The Mergers are permitted by the laws of the states of incorporation of each of the Constituent Corporations and is in compliance therewith.

In consideration of the premises and of the mutual covenants and agreements herein contained, and for the purposes of prescribing the terms and conditions of the Mergers, the mode of carrying the same into effect, the manner and basis of converting the outstanding shares of Bayer Common, Bayer USA Common and Miles Financial Common into shares of Miles Common, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

#### ARTICLE I

(a) Miles was originally incorporated under its current name "Miles Inc." on March 6, 1986, under the laws of the State of Indiana.

(b) Bayer was originally incorporated under its current name "Bayer Corporation" on November 17, 1994, under the laws of the State of Indiana.

(c) Bayer USA was originally incorporated under its current name "Bayer USA Inc." on December 2, 1991, under the laws of the State of West Virginia.

(d) Miles Financial was originally incorporated under the name of "Graphic Credit Corporation" on March 8, 1973, under the laws of the Commonwealth of Massachusetts, and has changed its name on three occasions, most recently by changing its name to "Miles Financial Services Inc." on January 1, 1992.

In accordance with the provisions of this Agreement and Plan of Merger and Chapter 40 of the Indiana Business Corporation Law, Section 31-1-36 of the West Virginia Corporation Act and Chapter 156B, Section 79 of the Massachusetts Business Corporation Law, Bayer, Bayer USA and Miles Financial shall be merged with and into Miles, which shall be and is herein sometimes referred to as the "Surviving Corporation", the name of which shall be changed to Bayer Corporation immediately following the Effective Time of the Mergers as defined in Article II herein.

## ARTICLE II

The Mergers shall become effective at 12:01 a.m., Eastern Standard Time, on April 1, 1995 (the "Effective Time of the Mergers"). Prior to the Effective Time of the Mergers, (a) Articles of Merger signed and verified on behalf of each Constituent Corporation shall be filed with the Secretary of State of the State of West Virginia under Section 31-1-36 of the West Virginia Corporation Act, (b) Articles of Merger signed on behalf of each Constituent Corporation shall be filed with the Secretary of State of the Commonwealth of Massachusetts under Chapter 156B, Section 79 of the Massachusetts Business Corporation Law and (c) Articles of Merger with respect to the Mergers shall have been executed by the Surviving Corporation and delivered to the Secretary of State of the State of Indiana for filing in accordance with the provisions of Section 5 of Chapter 40 and Section 1 of Chapter 18 of the Indiana Business Corporation Law. This Agreement and Plan of Merger may be terminated for any reason by action of the Board of Directors of any Constituent Corporation at any time prior to the date and time when

the Articles of Merger shall have been filed in accordance with Section 31-1-36 of the West Virginia Corporation Act, the Articles of Merger shall have been filed in accordance with Chapter 156B, Section 79 of the Massachusetts Business Corporation Law and this Agreement and Plan of Merger shall have been filed in accordance with Chapter 40 of the Indiana Business Corporation Law. In the event of termination of this Agreement and Plan of Merger, this Agreement and Plan of Merger shall forthwith become void and there shall be no liability or obligation hereunder on the part of either Miles, Bayer, Bayer USA or Miles Financial or their respective officers or directors.

### ARTICLE III

The Articles of Incorporation of Miles, as in effect immediately prior to the Effective Time of the Mergers, shall be amended so as to change the name of the Surviving Corporation to Bayer Corporation immediately following the Effective Time of the Mergers; the Articles of Incorporation of Miles as so amended shall continue to be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time of the Mergers, until further amended in accordance with the Indiana Business Corporation Law and such Articles of Incorporation.

The By-laws of Miles as in effect immediately prior to the Effective Time of the Mergers, shall be amended so as to change the name of the Surviving Corporation to Bayer Corporation immediately following the Effective Time of the Mergers; the By-laws of Miles so amended shall continue to be the By-laws of the Surviving Corporation from and after the Effective Time of the Mergers, until amended in accordance with the Indiana Business Corporation Law, the Articles of Incorporation of the Surviving Corporation and such By-laws.

The directors and officers and members of the Corporate Services Committee and each of the Executive Committee, Audit Committee and Compensation Committee of the Board of Directors of Miles in office at the Effective Time of the Mergers shall be

the directors and officers and members of such Committees of the Surviving Corporation, and such persons shall hold office from and after the Effective Time of the Mergers until their respective successors shall have been elected and shall qualify, or as otherwise provided in the By-laws of the Surviving Corporation.

#### ARTICLE IV

The identity, existence, corporate organization, purposes, powers, objects, franchises, privileges, remedies, rights and immunities of Miles shall continue in effect and be unimpaired by the Mergers, and the corporate franchise, existence and rights of Bayer, Bayer USA and Miles Financial shall be merged with and into Miles, and Miles shall, as the Surviving Corporation, be fully vested therewith. The separate existence and corporate organization of Bayer, Bayer USA and Miles Financial, except insofar as they may be continued by statute, shall cease as of the Effective Time of the Mergers.

#### ARTICLE V

At the Effective Time of the Mergers, each share of Bayer Common, Bayer USA Common and Miles Financial Common which shall be outstanding immediately prior to the Effective Time of the Mergers shall, by virtue of the Mergers, be canceled and cease to exist as of the Effective Time of the Mergers. From and after the Effective Time of the Mergers, the stock transfer books pertaining to Bayer Common, Bayer USA Common and Miles Financial Common shall be closed.

#### ARTICLE VI

At the Effective Time of the Mergers all and singular the rights, privileges, immunities, powers, purposes and franchises, of a public as well as of a private nature, and all the property, real, personal and mixed, tangible and intangible, of every kind and description, of each of the Constituent Corporations, and all debts due to any of them on whatever account, including subscriptions to shares and all other things in action, or

belonging to any of them, shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate or other property, whether vested by deed or otherwise, in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Mergers; and the Surviving Corporation shall thenceforth be liable for all debts, obligations, liabilities, penalties and duties of each of the Constituent Corporations, and all said debts, obligations, liabilities, penalties and duties shall thenceforth attach to and become the debts, obligations, liabilities, penalties and duties of the Surviving Corporation and, to the extent permitted by law, may be enforced against it as if said debts, obligations, liabilities, penalties and duties had been incurred or contracted by it. No liability or obligation due or to become due at the Effective Time of the Mergers, and no claim or demand for any cause then existing against any of the Constituent Corporations or any stockholder, officer or director thereof, shall be released, impaired or enlarged by the Mergers, and all rights of creditors and all liens upon or security interests in property of any of the Constituent Corporations shall be preserved unimpaired. No action or proceeding, whether civil or criminal, pending at the Effective Time of the Mergers by or against any Constituent Corporation or any stockholder, officer or director thereof, shall abate or be discontinued by the Mergers, but may be enforced, prosecuted, settled or compromised as if the Mergers had not occurred, or the Surviving Corporation may be substituted in such action or proceeding in place of any Constituent Corporation.

If, at any time, after the Effective Time of the Mergers, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Bayer, Bayer USA or Miles Financial acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the

Mergers or to otherwise carry out this Agreement and Plan of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of each of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Agreement and Plan of Merger.

#### ARTICLE VII

As of the Effective Time of the Mergers, the assets and liabilities of Miles, Bayer, Bayer USA and Miles Financial shall be taken up or continued, as the case may be, on the books of the Surviving Corporation in amounts determined in accordance with generally accepted accounting principles as directed by the Board of Directors of the Surviving Corporation.

#### ARTICLE VIII

The Surviving Corporation hereby agrees that it may be served with process in the State of West Virginia in any proceeding for enforcement of any obligation of Bayer USA, Bayer or Miles Financial as well as for enforcement of any obligation of the Surviving Corporation arising from the Mergers, including any suit or other proceeding to enforce the right of any dissenting stockholders pursuant to the provisions of Article 1 of the West Virginia Corporation Act. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of West Virginia as its agent to accept service of process in any such suit or other proceeding, a copy of which process should be mailed by said Secretary of State to the following address: Office of the Secretary, Miles Inc., One Mellon Center, 500 Grant Street, Pittsburgh, PA 15219-2507.

The Surviving Corporation hereby agrees that it may be served with process in the Commonwealth of Massachusetts in any proceeding for enforcement of any obligation of Miles Financial, Bayer or Bayer USA as well as for enforcement of any obligation of the Surviving Corporation arising from the Mergers, including any suit or other proceeding to enforce the right of any dissenting stockholders as determined in appraisal proceedings pursuant to the provisions of Chapter 156B, Section 85 of the Massachusetts Business Corporation Law. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the Commonwealth of Massachusetts as its agent to accept service of process in any such suit or other proceeding, a copy of which process should be mailed by said Secretary of State to the following address: Office of the Secretary, Miles Inc., One Mellon Center, 500 Grant Street, Pittsburgh, PA 15219-2507.

#### ARTICLE IX

(a) Subject to the provisions of this Article IX, this Agreement and Plan of Merger shall be submitted at the earliest practicable date to the sole shareholder of Miles for approval and adoption and to the sole shareholder each of Bayer, Bayer USA and Miles Financial for approval and adoption; if approved and adopted by the sole shareholder of Miles in accordance with the Indiana Business Corporation Law, and if approved and adopted by the sole shareholder of each of Bayer, Bayer USA and Miles Financial as required by the Indiana Business Corporation Law, the West Virginia Corporation Act and the Massachusetts Business Corporation Law, respectively, this Agreement and Plan of Merger shall become effective in the manner provided in Article II hereof; provided, however, that this Agreement and Plan of Merger may be terminated as provided in Article II hereof notwithstanding the approval and adoption of this Agreement and Plan of Merger as contemplated by this Article IX.

(b) Each of the parties hereto agrees to execute and deliver such other documents, certificates, agreements and other writings and to take such other action as



may be reasonably necessary or desirable to consummate the transactions contemplated by this Agreement and Plan of Merger.

(c) This Agreement and Plan of Merger shall not be assigned by any party hereto except with the prior written consent of the other parties hereto.

(d) This Agreement and Plan of Merger contains the entire agreement between the parties hereto with respect to the Mergers.

(e) This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Indiana applicable to agreements executed and to be performed solely in such state, without regard to such state's principles of conflicts of law.

(f) This Agreement and Plan of Merger may be amended by the parties hereto, by mutual action taken by their respective Boards of Directors. This Agreement and Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.


(g) This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Miles, Bayer, Bayer USA and Miles Financial

have each duly executed this Agreement and Plan of Merger as of the day and year first above written.

MILES INC.

By



Name: Helge H. Wehmeier  
Title: President and Chief  
Executive Officer

[Corporate Seal]

Attest:

  
Name: Leslie F. Nute  
Title: Secretary

BAYER CORPORATION

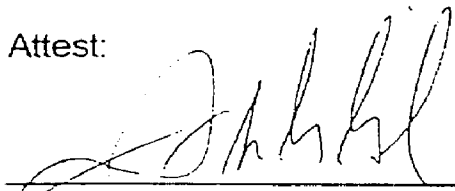
By



Name: Melvin G. Henninger  
Title: President and Chairman  
of the Board

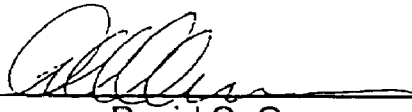
[Corporate Seal]

Attest:

  
Name: Frederick G. Giel  
Title: Secretary

[signatures continue on following page]

BAYER USA INC.

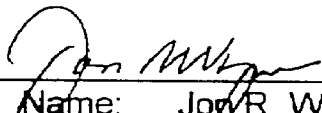
By   
Name: David C. Owens  
Title: President

[Corporate Seal]

Attest:

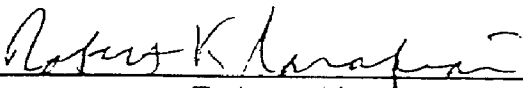
  
Name: Leslie F. Nute  
Title: Secretary

MILES FINANCIAL SERVICES INC.

By   
Name: Jon R. Wyne  
Title: President

[Corporate Seal]

Attest:

  
Name: Robert K. Sarafian  
Title: Clerk

## CERTIFICATE

I, Leslie F. Nute, Secretary of Miles Inc., a corporation organized and existing under the laws of the State of Indiana ("Miles"), hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first executed by each of the parties thereto, was duly adopted and approved pursuant to Chapters 29 and 40 of the Indiana Business Corporation Law by the written consent of the sole shareholder of Miles.

IN WITNESS WHEREOF, I hereunto affixed the corporate seal of Miles and signed my name this 15th day of March, 1995.

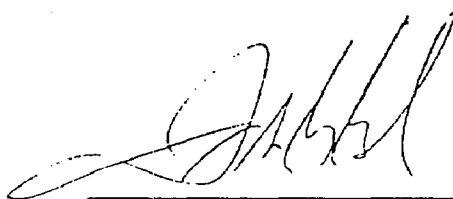
  
\_\_\_\_\_  
Leslie F. Nute, Secretary

[Corporate Seal]

## CERTIFICATE

I, Frederick G. Giel, Secretary of Bayer Corporation, a corporation organized and existing under the laws of the State of Indiana ("Bayer"), hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first executed by each of the parties thereto, was duly adopted and approved pursuant to Chapters 29 and 40 of the Indiana Business Corporation Law by the written consent of the sole shareholder of Bayer.

IN WITNESS WHEREOF, I hereunto affixed the corporate seal of Bayer and signed my name this 15th day of March, 1995.



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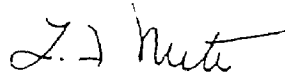
Frederick G. Giel, Secretary

[Corporate Seal]

## CERTIFICATE

I, Leslie F. Nute, Secretary of Bayer USA Inc., a corporation organized and existing under the laws of the State of West Virginia ("Bayer USA"), hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first executed by each of the parties thereto, was duly adopted and approved pursuant to Sections 31-1-38 and 31-1-73 of the West Virginia Corporation Act by the written consent of the sole shareholder of Bayer USA.

IN WITNESS WHEREOF, I hereunto affixed the corporate seal of Bayer USA and signed my name this 15th day of March, 1995.



---

Leslie F. Nute, Secretary

[Corporate Seal]

## CERTIFICATE

I, Robert K. Sarafian, Clerk of Miles Financial Services Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts ("Miles Financial"), hereby certify, as such Clerk, that the Agreement and Plan of Merger to which this certificate is attached, after having been first executed by each of the parties thereto, was duly adopted and approved pursuant to Chapter 156B, Sections 43 and 79 of the Massachusetts Business Corporation Law by the written consent of the sole shareholder of Miles Financial.

IN WITNESS WHEREOF, I hereunto affixed the corporate seal of Miles Financial and signed my name this 15th day of March, 1995.

  
Robert K. Sarafian, Clerk

[Corporate Seal]

REGISTERED TRADEMARKS FOR CHANGE OF NAME  
FROM MILES INC. TO BAYER CORPORATION  
EFFECTIVE APRIL 1, 1995

<u>Trademark</u>	<u>Registration No.</u>
AUTOANALYZER	684,765
AXON	1,726,958
AXON	1,759,723
AZOSTIX	790,907
BRACKET AND DESIGN	1,394,532
CHEM 1 AND DESIGN	1,746,942
CHROMOLYTE	1,621,969
CLINIMATE	1,557,827
CLINISTAT	1,582,193
CLINISTAT AND DESIGN	1,250,102
RA-2000	1,756,584
RA-500	1,412,160
SERA-PAK	1,097,806
SERALYZER	1,235,570
SERALYZER	1,004,725
SMA	920,963
SMA	842,037
SMAC	1,680,895
TECHNICON	529,933
TECHNICON	934,155
TECHNICON CHEM 1	1,749,951
TECHNICON CHEM 1	1,383,179
TECHNICON DAX	1,789,257
TECHNICON OMNIPAK	1,577,194
TECHNICON RA	1,564,058
TECHNICON RA-1000	1,364,318
TECHNICON RA-2000	1,758,152
TECHNICON RA-500	1,412,165
TRIANGLE AND DESIGN	1,396,279
AMES DEXTRO SYSTEM	1,066,012



REGISTERED TRADEMARKS FOR CHANGE OF NAME  
FROM MILES INC. TO BAYER CORPORATION

Page 2

<u>Trademark</u>	<u>Registration No.</u>
CLINILOG	1,546,402
CLINISTIX	627,201
DCA 2000	1,776,927
DEXTROSTIX	682,731
DIASTIX	672,032
GLUCOFACTS	1,694,159
GLUCOFILM	1,571,559
GLUCOMETER	1,163,529
GLUCOMETER ELITE	1,837,666
GLUCOMETER ELITE	1,808,410
GLUCOMETER ENCORE	1,875,731
GLUCOSTIX	1,161,531
GLUCOSTIX	656,287
KETO-DIASTIX	930,307
AUTOTECHNICON	529,538
AUTOTECHNICON	501,455
AUTOTECHNICON DUO	648,590
AUTOTECHNICON MONO	648,589
AUTOTECHNICON ULTRA	842,857
CLINICOUNT	1,689,993
H·1 AND DESIGN	1,439,028
HEMA-TEK	868,665
IONTEST	656,281
TECHNICON	739,356
TECHNICON	1,072,581
TECHNICON H	1,842,642
TECHNICON H·1	1,439,027
TECHNICON H·2	1,800,570
TECHNICON H·3 RTC	1,842,802
TECHNICON H·3 RTX	1,837,787
EX-CYTE	1,805,674

REGISTERED TRADEMARKS FOR CHANGE OF NAME  
FROM MILES INC. TO BAYER CORPORATION

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<u>Trademark</u>	<u>Registration No.</u>
IMP	1,877,384
MOD-U-CYTE	1,310,621
PATH-O-CYTE	701,172
PENTEX	660,021
PENTEX	602,094
PENTEXT	1,618,776
SERA-TEK	1,098,463
TECHNICON	671,686
TECHNICON	688,270
TECHNICON	552,450
TECHNICON IMMUNO 1	1,593,722
ALBUSTIX	653,965
ALERT	1,225,633
ATLAS	1,847,166
BILI-LABSTIX	918,748
CHEK-STIX	1,115,889
CLINI-TEK	1,019,268
COMBISTIX	668,186
EARLY WARNING	1,240,739
HEMA-CHEK	1,262,093
HEMA-COMBISTIX	762,936
HEMASTIX	656,285
HEMATEST	552,547
HEMATEST	500,720
ICTOTEST	560,893
LABSTIX	672,033
MICROSTIX	965,355
MULTISTIX	947,477
N-MULTISTIX	1,048,353
STIX	1,047,918
TECHNITIPS	1,830,354
URIN-TEK	881,229
URISTIX	668,184

REGISTERED TRADEMARKS FOR CHANGE OF NAME  
FROM MILES INC. TO BAYER CORPORATION  
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<u>Trademark</u>	<u>Registration No.</u>
ADVANTAGE	1,555,468
ALL	1,101,156
BEAUTY BLUE	1,067,546
BLACKLEGOL	519,760
BLACKLEGOL	363,041
BOCEPTOL	771,774
BOCINE	806,280
BOCINE	669,806
BOVACELL	1,066,066
BRSV VAC	1,508,875
CARICIDE	500,545
CHEMAGRO	1,109,860
CHEMAGRO	1,109,004
COMBOTEL	1,368,614
CONCORD	1,522,345
COVENANT	1,546,043
CUTTER BLUE	1,841,628
CUTTER GOLD	1,840,279
DELIVER	1,872,202
DIGITAL COW	1,865,550
DNP	713,058
ECOLIGUARD	1,232,464
ELECTROFIN	711,120
ELTRAS	659,737
ENCEVAC	912,436
FOALCHEK	1,244,039
FRIGOL	806,281

REGISTERED TRADEMARKS FOR CHANGE OF NAME  
FROM MILES INC. TO BAYER CORPORATION  
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<u>Trademark</u>	<u>Registration No.</u>
GEMINI	1,505,532
GONADIN	355,037
HAVER LOGO	1,386,531
HAVLOGEN	909,478
HAVOLAC	1,527,750
HEAL-AID	1,114,366
HORIZON	1,457,131
HY-GUARD	1,467,926
K-R-S	509,796
K-R-S	434,382
KIT-VITE	1,089,540
LEGEND	1,801,368
LEPTOSPIROL	733,315
LUNA	1,583,264
MARAGOL	771,404
MERIT	1,418,105
MOBAY LOGO	1,165,109
MOBAY LOGO	1,162,435
MOBAY LOGO	1,079,667
MTC	1,728,846
MUCOLIN	1,509,869
NEGABOT	1,083,130
NEO-VAC	722,777
ONE SWIPE	1,179,754
PARATYFOL	768,100
PELMENAL	395,326
PREMISE	1,782,376
PROBAN	825,955
PROSPOT	1,378,785
REDWOL	765,377

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FROM MILES INC. TO BAYER CORPORATION  
EFFECTIVE APRIL 1, 1995

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<u>Trademark</u>	<u>Registration No.</u>
SALUTE	1,456,045
SEROGEN	765,780
SOLUPAK	1,795,561
SPUR	933,799
STRIVE 35	1,135,452
STYQUIN	762,652
STYRID	762,653
SUPER REPEL	1,256,574
SUPER TET	1,466,158
SUPER-TET	832,409
SWIRLING BAR	1,385,714
TGE-VAC	1,152,092
THRAXOL	620,710
TURBO	1,442,668
VAXIN	1,803,593
VISION	1,802,541
VOLAR	1,804,087
CHLOAMINE	775,250
CLX	1,245,161
CUTTER	1,625,603
DEPENDAFLO	1,162,603
GAMASTAN	784,730
GAMIMUNE	779,760
HYPERAB	1,022,449
HYPERHEP	1,150,184
HYPERTET	836,220
HYPHRO	932,797
INTRALIPID	762,641
KOATE	1,031,951
KONYNE	930,358

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FROM MILES INC. TO BAYER CORPORATION  
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<u>Trademark</u>	<u>Registration No.</u>
LEUKOTRAP	1,443,997
MMP	1,044,610
NUTRICEL	1,310,738
PERIDIAL	694,810
PLASBUMIN	1,136,564
PLASMANATE	665,653
PLASMANATE	819,792
POLYSAL	576,437
PROLASTIN	1,473,862
PROTRYN	1,485,017
SAFTICLYSIS	694,631
SAFTIFILTER	963,738
SAFTIFLASK	694,633
SAFTIFLEX	634,416
SAFTIFLEX	809,971
SAFTISET	694,635
THROMBATE III	1,753,121
VOLU-TROLE	820,348
VOLU-TROLE	678,947
CITRI-TAINER	1,121,691
EC-SYN	785,461
1	812,876
3500	1,196,621
ACCORD	1,204,272
ACTRALIN	1,032,728
ACTRALON	1,032,731
ACTRON	1,101,878
ADIRON DESIGN	1,037,221
ALKA 2	851,329
ALKA-MINTS	958,880
ALKA-SELTZER	667,053

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FROM MILES INC. TO BAYER CORPORATION  
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<u>Trademark</u>	<u>Registration No.</u>
ALKA-SELTZER	510,330
ALKA-SELTZER	283,831
ALKA-SELTZER CARTON	345,094
ALKA-SELTZER DESIGN	1,424,553
ALKA-SELTZER DESIGN	1,440,417
ALKA-SELTZER ON THE ROCKS	838,667
ALKA-SELTZER PLUS	864,883
ALKA-VESS	352,413
AMERICA'S HOME REMEDY	1,227,246
ASPIRVESS	220,761
BACTINE	800,495
BACTINE	525,085
BACTINE	800,199
BACTINE	1,113,425
BACTINE	1,112,069
CHARLIE CHOCKS	823,938
CHOCKS	687,826
DIET SAFE	1,210,227
FEMINEX	198,872
FEMMEX	670,512
FOCUS	1,104,144
FOCUS	795,903
FULL POTENTIAL	1,166,923
HEALTHGARD	1,094,916
HEALTHGUARD DESIGN	1,056,301
MENDECOL	1,129,131
MILABE	698,466
MILACT NO. 7	711,136
MILES	426,333
MINUTINA	431,040

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FROM MILES INC. TO BAYER CORPORATION  
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<u>Trademark</u>	<u>Registration No.</u>
NERVESS	658,695
NTZ	584,623
ONE-A-DAY	523,578
ONE-A-DAY	634,318
ONE-A-DAY CORE C 500	1,177,770
ONE-A-DAY LABEL	821,897
PLOP PLOP FIZZ FIZZ	1,074,406
POTENTIAL	651,124
RELIEF IS JUST A SWALLOW AWAY	796,286
RELIEF IS JUST A SWALLOW AWAY	699,988
SPEEDY ALKA-SELTZER	596,275
STRESSGARD	1,225,687
SUPER ONE-A-DAY	1,248,113
THE SOUND OF FAST RELIEF	1,106,492
TOUGH MEDICINE	1,769,643
TRIPRESSANT	1,125,137
VITAMILES	390,138
VITASTAR	1,211,238
VITEEN	395,158
BACKWOODS CUTTER	1,757,957
BACKYARD CUTTER	1,792,340
CUTTER	1,341,985
CUTTER SPORT-PACK	1,855,076
SANIDENT	233,620
M DESIGN	1,860,177
M LOGO STYLIZED	1,509,173
MILES	1,825,669
MILES AND DESIGN	1,870,211
MILES AND M LOGO	1,395,443



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FROM MILES INC. TO BAYER CORPORATION  
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<u>Trademark</u>	<u>Registration No.</u>
THE ALKALIZER DESIGN	1,171,226
MILESTORE	1,396,181
MOBAY AND DESIGN	1,331,528
MOBAY AND DESIGN	1,263,318
MONOTAINER	1,873,409
ACCELAR 20	1,477,352
CUTTERJEL	1,246,792
CUTTERSIL	1,657,984
CUTTERTRAY	1,246,793
DENSTONE	1,277,789
DIE-KEEN	1,047,487
DISPORAL DESIGN	1,015,720
DRI-CLAVE	630,981
HI-FI TEMPER	1,123,196
IVORY	1,033,752
KLEENZALL 68	1,094,882
LACTORIM	1,173,032
MILESTONE	1,884,198
MODERN MATERIALS DESIGN	1,085,857
MUCOSOL	1,052,748
MULTI-FORM	806,033
NEO-PLEX	805,655
PERFOURM	1,476,519
SHURWAX	1,032,760
STEELE'S	933,540
SURGIDENT	681,561
SURGIDENT	793,453
TRUPONTICS	244,109
TURBODENT	1,035,265

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FROM MILES INC. TO BAYER CORPORATION  
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Trademark                      Registration No.

<del>HEALTH CARE COMMUNICATION</del>	<del>1,891,426</del>
<del>DESIGN</del>	
AQUAPLUS STYLIZED	1,583,205
AQUAPLUS	1,235,967
COLOR MAKES THE DIFFERENCE	1,213,625
COLORTHERM	1,889,543
FANCHON	1,258,108
FLEXOPLUS	1,292,594
FLEXOPLUS STYLIZED	1,655,188
HALOPONT	201,599
HARMON	712,351
INDOFAST	1,235,968
MOBAY AND DESIGN	1,327,814
MOBAY AND DESIGN	1,327,813
MOBAY DESIGN	623,814
MOBAY HEXAGON DESIGN	1,079,420
MOBAY HEXAGON DESIGN	1,110,328
PALOMAR	1,244,935
PERRINDO	1,232,426
PHORWITE	1,150,124
PHORWITE	677,192
PONOLITH	1,333,910
PONTAMINE	143,591
QUINDO	1,235,969
SWIRL DESIGN	1,207,645
THIOFAST	1,235,970
VERONA	905,713
VEROZYME	1,574,147
ACID-CLOAK	658,724
ACNE-DOME	674,496
ALLERGEX	544,387

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<u>Trademark</u>	<u>Registration No.</u>
ALLERGY FORUM	1,841,557
ALLPYRAL	754,485
AMINET	417,142
ANA-GUARD	1,643,320
ANAKIT	1,564,139
CANDEX	1,033,601
CONET	642,499
CORT-DOME	674,493
CORTQUIN	701,247
CUTTERCAST	1,100,546
DECHOLIN	436,238
DECHOTYL	689,039
DOME	735,572
DOME CAPITOL DESIGN	383,764
DOME PASTE	644,070
DOMEBORO	382,555
DOMEBORO	515,190
DOMEFORM	738,945
DOMEFORM-HC	737,776
DOMERINE	675,498
DOMETOLOGY	1,130,361
DOMOL	738,946
DTIC-DOME AND DESIGN	1,034,212
FREESCRPTION	661,841
HOLLISTER-STIER	775,252
LIDA-MANTLE	721,545
LIDA-MANTLE HC	721,546
MILOPEN	1,223,875
NICLOCIDE	1,214,648

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FROM MILES INC. TO BAYER CORPORATION  
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<u>Trademark</u>	<u>Registration No.</u>
ORALTABS	659,950
REAL	1,080,750
SCRIPTSTARTER	706,210
SOYALOID	718,473
SOYBORO	674,497
SOYDOME	676,456
STILPHOSTROL	609,855
THE PLEASURE PROTECTORS	1,061,079
TRIDESILON	908,447
VENOMIL	1,250,145
VLEMDOME	675,497
AQUALAST	1,609,504
EDGETEC	1,487,301
FIRST IN URETHANE CHEMISTRY	730,953
FY MIX	1,399,399
HOOR GLASS	850,431
MERLON	714,575
MERLON	714,278
MERLON	1,123,733
MERLON	1,174,689
MOBAY	705,726
MOBAY	1,039,386
MOBAY	1,113,993
MOBAY LOGO HEXAGON	1,138,212
MOBAY LOGO HEXAGON	1,197,549
MOBAY LOGO HEXAGON	1,126,205
MOBAY LOGO HEXAGON	1,079,383
MOBAY LOGO HEXAGON	1,098,404
MOBAY LOGO HEXAGON	1,096,364
MONDUR	1,287,534

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<u>Trademark</u>	<u>Registration No.</u>
MONDUR	1,176,719
MONDUR	621,975
MONDUR	427,873
MONDUR MR	828,968
MONDUR MRS	1,065,568
MR	1,048,780
MULTRANOL	991,157
MULTRATHANE	661,485
MULTRATHANE	643,119
MULTRATHANE	694,754
MULTRON	623,820
NO-DIE-DRAG	860,808
PETLON	1,207,708
POLY-DISPERSION	834,209
POLY-DISPERSION	1,478,165
PRISM	1,733,898
RIMDISK	1,817,781
RIMGATE	1,817,780
SCORCHGUARD "O"	1,418,817
SELECTROFOAM	638,266
SELECTROFOAM	753,101
SELECTROFOAM	826,750
SELECTROFOAM	749,995
TD-80	757,985
TEXIN	720,513
WYFIRE	1,365,118
ZIC-STICK	1,017,651
ZICSTICK-85	1,151,349

U.S. APPLICATIONS PENDING REGISTRATION FOR  
NAME CHANGE FROM MILES INC. TO BAYER CORPORATION

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<u>Trademark</u>	<u>Serial No.</u>	<u>Date of Application</u>
OPERA	74/556220	08/02/94
MAKING DIABETES MANAGEABLE	74/567496	08/25/94
LABFACTS	74/448407	10/18/93
TECHNICON IDee	74/566181	08/26/94
20/20	74/609604	12/12/94
ARRIVAL	74/606324	12/02/94
AXIOM	74/575474	09/19/94
CUTTER PASTE WORMER	74/527708	05/23/94
CYLENCE	74/555701	08/01/94
EQUICINE	74/521502	05/09/94
FRONTIER	74/502606	03/17/94
MYSTIQUE	74/635525	02/17/95
OTO FRESH	74/517116	04/25/94
PARAGON	74/630953	02/07/95
PARTNERS	74/635239	02/17/95
PETSTIX	74/618235	01/05/95
PROCURE	74/635932	02/17/95
PROSPER	74/630874	02/07/95
SCRIPT-ALL	74/510647	04/08/94
STREPGUARD	74/537687	06/14/94
THE EQUINE CONNECTION	74/635238	02/17/95
A-S	74/544938	06/30/94
ACTRON	74/501836	03/18/94
ALKA-SELTZER	74/537544	06/14/94
ALKA-SELTZER AND DESIGN	74/537566	06/14/94
ALKA-SELTZER AND DESIGN	74/537565	06/14/94
ALKA-SELTZER DESIGN	74/537597	06/14/94
ALKA-SELTZER STYLIZED	74/537593	06/14/94

U.S. APPLICATIONS PENDING REGISTRATION FOR  
NAME CHANGE FROM MILES INC. TO BAYER CORPORATION

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<u>Trademark</u>	<u>Serial No.</u>	<u>Date of Application</u>
OSTEOGUARD	74/638380	02/27/95
CUTTER PLEASANT PROTECTION	74/483766	01/28/94
CUTTER PLEASANT PROTECTION AND DESIGN	74/483766	01/28/94
CUTTER SPORTABLE	74/398950	06/07/93
CUTTER PRO	74/399731	06/07/93
SHUR GEL	74/576685	09/22/94
VK	74/635931	02/17/95
COLORFLOW	74/393524	05/24/93
WORLDWIDE LEADERS IN ALLERGY TECHNOLOGY	74/638780	02/27/95
ANA-KIT	74/569382	09/02/94
ANA-KIT STYLIZED	74/569383	09/02/94
CM AND DESIGN	74/564061	08/22/94
EDK	74/502074	03/21/94
PRECOSE	74/454873	08/30/94
TUFTLOK	74/630951	02/07/95
QUINTEST	74/545762	07/05/94
DYNAMER	74/631036	02/07/95
POLYTALK	74/545044	06/30/94
PROACTIMER	74/631035	02/07/95
REPELYMER	74/631037	02/07/95