

5-15-00

Reference No. 28055/G1000

06-06-2000



D

To the Honorable Commissioner of Pat

original documents or copies thereof.

1. Name of conveying party(ies):

101374754

receiving party(ies):

Edward Mendell Co., Inc.
 Individuals Association
 General Partnership Limited Partnership
 Corporation-Washington
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes
 No

Penwest Pharmaceuticals Co.
 2981 Route 21
 Patterson, New Jersey 12563



TM Mail Rcpt Dt. #30

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-Washington _____
 Other: _____

Execution Date: October 31, 1997

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation must be a separate document from Assignment).
 Additional name(s) & address(es) attached?
 Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,460,474	1,231,554	1,220,459
1,024,029	1,207,700	1,024,028
1,256,473	1,097,160	1,254,197
1,174,778	1,339,870	1,119,432
1,187,276	2,223,135	2,229,490
2,237,290	2,241,832	

Additional numbers attached? Yes No

5. Mail correspondence to:

Michael R. Graham, Esq.
 MARSHALL, O'TOOLE, GERSTEIN,
 MURRAY & BORUN
 6300 Sears Tower -- 233 South Wacker Drive
 Chicago, Illinois 60606
 (312) 474-6300

6. Total number of applications and registrations involved: 17

7. Attached is a check in the amount of \$ 440 the total fee due pursuant to 37 C.F.R. §3.41.

8. Commissioner is hereby authorized to charge any deficiency in the amount enclosed or any additional fees which may be required under 37 C.F.R. §3.41, or credit any overpayment, to Deposit Account No. 13-2855. A copy of this Recordation Form Cover Sheet is enclosed.

06/05/2000 JSNABAZZ 00000146 1460474
 01 FC:481 40.00 DP
 02 FC:482 400.00 DP

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.

Michael R. Graham
Name of Person Signing

Signature

5/10/00
Date

Total number of pages comprising cover sheet: 12

MOGDOC #64273

STATE of WASHINGTON



SECRETARY of STATE

I, *RALPH MUNRO*, Secretary of State of the State of Washington and custodian of its seal.

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

PENWEST PHARMACEUTICALS CO.

Amending and Restating
Articles

as filed in this office on October 31, 1997.



Date: February 29, 2000

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Handwritten signature of Ralph Munro.

Ralph Munro, Secretary of State

200-001

TRADEMARK
REEL: 002087 FRAME: 0681

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

PENWEST PHARMACEUTICALS CO.

a Washington Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below

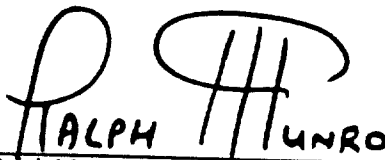
Amending and Restating Articles

UBI Number: 601 299 584

Date: October 31, 1997



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital


Ralph Munro, Secretary of State
2-438413-3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

PENWEST PHARMACEUTICALS CO.

FILED
STATE OF WASHINGTON
OCT 31 1997 *sc*
RALPH MUNRO
SECRETARY OF STATE

a1: 11/05/1997 - 41114
50.00 ON 10/31/1997
/PAM - 10/31/1997 - 9

Pursuant to RCW 23B.10.070 of the Washington Business Corporation Act, Edward Mendell Co., Inc., a Washington corporation, hereby amends and restates its Articles of Incorporation as follows:

ARTICLE 1. NAME

The name of the corporation is Penwest Pharmaceuticals Co.

ARTICLE 2. PURPOSE

The purpose of the corporation is to engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Washington Business Corporation Act.

ARTICLE 3. REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 4700 Two Union Square, 601 Union Street, Seattle, Washington 98101, and the name of its registered agent is Bogle & Co.

ARTICLE 4. SHARES

The total number of shares of stock which the corporation has authority to issue is 40,000,000 shares, consisting of 39,000,000 shares of common stock, par value \$0.001 per share, and 1,000,000 shares of preferred stock, par value \$0.001 per share.

The preferred stock may be issued from time to time in one or more series in any manner permitted by law and these Restated Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The Board of Directors shall have the authority to fix and determine and to amend, subject to the provisions hereof, the designations, preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established. Unless otherwise provided in the resolution establishing any series, the Board of Directors shall have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

ARTICLE 5. PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of the corporation.

ARTICLE 6. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of the corporation.

ARTICLE 7. DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE 8. DIRECTORS

The directors shall be divided into three classes, designated Class I, Class II and Class III. Initially, Class I directors shall be elected for a term ending at the first annual meeting of shareholders after their election, Class II directors shall be elected for a term ending at the second annual meeting of shareholders after their election, and Class III directors shall be elected for a term ending at the third annual meeting of shareholders after their election. At each annual meeting of shareholders thereafter, successors to the class of directors whose term expires at that annual meeting shall be elected to serve until the third succeeding annual meeting of shareholders. If the number of directors is changed in the manner provided by the Bylaws, any increase or decrease shall be apportioned among the classes so that the number of directors in each class is as nearly equal as possible. A director shall hold office until the annual meeting of shareholders at which such director's term expires and until such director's successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled only by the affirmative vote of a majority of all the directors then in office (although less than a quorum) or by the sole remaining director. The term of a director elected to fill a vacancy shall expire at the next shareholders' meeting at which directors are elected.

A director may be removed only for cause by affirmative vote of the holders of not less than two-thirds of the shares entitled to vote in the election of such director.

ARTICLE 9. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the corporation. The shareholders shall also have the power to adopt, amend or repeal the Bylaws of the corporation upon the affirmative vote of the holders of not less than two-thirds of the shares entitled to vote thereon.

ARTICLE 10. AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal these Restated Articles of Incorporation in any manner permitted by law, and the rights of the shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles 6, 8, 9, 10, 12 and 13 may be amended or repealed only upon the affirmative vote of the holders of not less than two-thirds of the shares entitled to vote thereon.

ARTICLE 11. LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Washington Business Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of this Article 11 shall not adversely affect any right or protection of a director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 12. SPECIAL SHAREHOLDERS' MEETINGS

If the corporation is not a "Public Company" (as hereinafter defined), then special meetings of the shareholders may be called at any time by the Board of Directors, the Chairman of the Board of Directors or the President of the corporation or by the holders of at least 25% of all the votes entitled to be cast on any issue proposed to be considered at such special meeting in accordance with RCW 23B.07.020. If the corporation is a Public Company, then special meetings of the shareholders may be called by the Board of Directors, the Chairman of the Board of Directors or the President of the corporation and may not be called by any other person. "Public Company" means a corporation that has a class of equity securities registered with the Securities and Exchange Commission pursuant to Section 12 or 15 of the Securities Exchange Act of 1934, as amended.

ARTICLE 13. SPECIAL VOTING REQUIREMENTS

In addition to any affirmative vote required by law, by these Restated Articles of Incorporation or otherwise, any "Business Combination" (as hereinafter defined) involving the corporation shall be subject to approval in the manner set forth in this Article 13.

Section 13.1. Definitions. For the purposes of this Article:

13.1.1. "Business Combination" means (i) a merger, share exchange or consolidation of the corporation or any of its Subsidiaries with any other corporation; (ii) the sale, lease, exchange, mortgage, pledge, transfer or other disposition or encumbrance, whether in one transaction or a series of transactions, by the corporation or any of its Subsidiaries of all or a substantial part of the corporation's assets otherwise than in the usual and regular course of business; or (iii) any agreement, contract or other arrangement providing for any of the foregoing transactions.

13.1.2. "Continuing Director" means any member of the Board of Directors who was a member of the Board of Directors on October 1, 1997 or who is elected to the Board of Directors after October 1, 1997 upon the recommendation of a majority of the Continuing Directors voting separately and as a subclass of directors on such recommendation.

13.1.3. "Subsidiary" means a corporation, a majority of the outstanding voting shares of which are owned, directly or indirectly, by the corporation.

Section 13.2. Vote Required for Business Combinations.

13.2.1. Supermajority Vote. Except as provided in subsections 13.2.2 and 13.2.3 hereof, the affirmative vote of the holders of not less than two-thirds of the outstanding shares entitled to vote thereon and, to the extent, if any, provided by resolution adopted by the Board of Directors authorizing the issuance of a class or series of common stock or preferred stock, the affirmative vote of the holders of not less than two-thirds of the outstanding shares of such class or series, voting as a separate voting group, shall be required for the adoption or authorization of a Business Combination.

13.2.2. Majority Vote. Notwithstanding subsection 13.2.1 hereof, if a Business Combination shall have been approved by a majority of the Continuing Directors, voting separately and as a subclass of directors, and if such Business Combination is otherwise required to be approved by the corporation's shareholders pursuant to the Washington Business Corporation Act, then the affirmative vote of the holders of not less than a majority of the outstanding shares entitled to vote thereon and, to the extent, if any, provided by resolution adopted by the Board of Directors authorizing the issuance of a class or series of common stock or preferred stock, the affirmative vote of the holders of not less than a majority of the outstanding shares of such class or series, voting as a separate voting group, shall be required for the adoption or authorization of such Business Combination.

13.2.3. No Shareholder Vote. Notwithstanding subsection 13.2.1 or 13.2.2 hereof, if a Business Combination shall have been approved by a majority of the Continuing Directors, voting separately and as a subclass of directors, and if such Business Corporation is not otherwise required to be approved by the corporation's shareholders pursuant to the Washington Business Corporation Act, then no vote of the shareholders of the corporation shall be required for approval of such Business Combination.

DATED: October 30, 1997



Edmund O. Belsheim, Jr.
Senior Vice President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PENWEST PHARMACEUTICALS CO.

Pursuant to RCW 23B.10.070 of the Washington Business Corporation Act, Edward Mendell Co., Inc., a Washington corporation, hereby amends and restates its Articles of Incorporation as follows:

ARTICLE 1. NAME

The name of the corporation is Penwest Pharmaceuticals Co.

ARTICLE 2. PURPOSE

The purpose of the corporation is to engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Washington Business Corporation Act.

ARTICLE 3. REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 4700 Two Union Square, 601 Union Street, Seattle, Washington 98101, and the name of its registered agent is Bogle & Co.

ARTICLE 4. SHARES

The total number of shares of stock which the corporation has authority to issue is 40,000,000 shares, consisting of 39,000,000 shares of common stock, par value \$0.001 per share, and 1,000,000 shares of preferred stock, par value \$0.001 per share.

The preferred stock may be issued from time to time in one or more series in any manner permitted by law and these Restated Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The Board of Directors shall have the authority to fix and determine and to amend, subject to the provisions hereof, the designations, preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established. Unless otherwise provided in the resolution establishing any series, the Board of Directors shall have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

ARTICLE 5. PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of the corporation.

ARTICLE 6. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of the corporation.

ARTICLE 7. DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE 8. DIRECTORS

The directors shall be divided into three classes, designated Class I, Class II and Class III. Initially, Class I directors shall be elected for a term ending at the first annual meeting of shareholders after their election, Class II directors shall be elected for a term ending at the second annual meeting of shareholders after their election, and Class III directors shall be elected for a term ending at the third annual meeting of shareholders after their election. At each annual meeting of shareholders thereafter, successors to the class of directors whose term expires at that annual meeting shall be elected to serve until the third succeeding annual meeting of shareholders. If the number of directors is changed in the manner provided by the Bylaws, any increase or decrease shall be apportioned among the classes so that the number of directors in each class is as nearly equal as possible. A director shall hold office until the annual meeting of shareholders at which such director's term expires and until such director's successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled only by the affirmative vote of a majority of all the directors then in office (although less than a quorum) or by the sole remaining director. The term of a director elected to fill a vacancy shall expire at the next shareholders' meeting at which directors are elected.

A director may be removed only for cause by affirmative vote of the holders of not less than two-thirds of the shares entitled to vote in the election of such director.

ARTICLE 9. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the corporation. The shareholders shall also have the power to adopt, amend or repeal the Bylaws of the corporation upon the affirmative vote of the holders of not less than two-thirds of the shares entitled to vote thereon.

ARTICLE 10. AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal these Restated Articles of Incorporation in any manner permitted by law, and the rights of the shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles 6, 8, 9, 10, 12 and 13 may be amended or repealed only upon the affirmative vote of the holders of not less than two-thirds of the shares entitled to vote thereon.

ARTICLE 11. LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Washington Business Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of this Article 11 shall not adversely affect any right or protection of a director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 12. SPECIAL SHAREHOLDERS' MEETINGS

If the corporation is not a "Public Company" (as hereinafter defined), then special meetings of the shareholders may be called at any time by the Board of Directors, the Chairman of the Board of Directors or the President of the corporation or by the holders of at least 25% of all the votes entitled to be cast on any issue proposed to be considered at such special meeting in accordance with RCW 23B.07.020. If the corporation is a Public Company, then special meetings of the shareholders may be called by the Board of Directors, the Chairman of the Board of Directors or the President of the corporation and may not be called by any other person. "Public Company" means a corporation that has a class of equity securities registered with the Securities and Exchange Commission pursuant to Section 12 or 15 of the Securities Exchange Act of 1934, as amended.

ARTICLE 13. SPECIAL VOTING REQUIREMENTS

In addition to any affirmative vote required by law, by these Restated Articles of Incorporation or otherwise, any "Business Combination" (as hereinafter defined) involving the corporation shall be subject to approval in the manner set forth in this Article 13.

Section 13.1. Definitions. For the purposes of this Article:

13.1.1. "Business Combination" means (i) a merger, share exchange or consolidation of the corporation or any of its Subsidiaries with any other corporation; (ii) the sale, lease, exchange, mortgage, pledge, transfer or other disposition or encumbrance, whether in one transaction or a series of transactions, by the corporation or any of its Subsidiaries of all or a substantial part of the corporation's assets otherwise than in the usual and regular course of business; or (iii) any agreement, contract or other arrangement providing for any of the foregoing transactions.

13.1.2. "Continuing Director" means any member of the Board of Directors who was a member of the Board of Directors on October 1, 1997 or who is elected to the Board of Directors after October 1, 1997 upon the recommendation of a majority of the Continuing Directors voting separately and as a subclass of directors on such recommendation.

13.1.3. "Subsidiary" means a corporation, a majority of the outstanding voting shares of which are owned, directly or indirectly, by the corporation.

Section 13.2. Vote Required for Business Combinations.

13.2.1. Supermajority Vote. Except as provided in subsections 13.2.2 and 13.2.3 hereof, the affirmative vote of the holders of not less than two-thirds of the outstanding shares entitled to vote thereon and, to the extent, if any, provided by resolution adopted by the Board of Directors authorizing the issuance of a class or series of common stock or preferred stock, the affirmative vote of the holders of not less than two-thirds of the outstanding shares of such class or series, voting as a separate voting group, shall be required for the adoption or authorization of a Business Combination.

13.2.2. Majority Vote. Notwithstanding subsection 13.2.1 hereof, if a Business Combination shall have been approved by a majority of the Continuing Directors, voting separately and as a subclass of directors, and if such Business Combination is otherwise required to be approved by the corporation's shareholders pursuant to the Washington Business Corporation Act, then the affirmative vote of the holders of not less than a majority of the outstanding shares entitled to vote thereon and, to the extent, if any, provided by resolution adopted by the Board of Directors authorizing the issuance of a class or series of common stock or preferred stock, the affirmative vote of the holders of not less than a majority of the outstanding shares of such class or series, voting as a separate voting group, shall be required for the adoption or authorization of such Business Combination.

13.2.3. No Shareholder Vote. Notwithstanding subsection 13.2.1 or 13.2.2 hereof, if a Business Combination shall have been approved by a majority of the Continuing Directors, voting separately and as a subclass of directors, and if such Business Corporation is not otherwise required to be approved by the corporation's shareholders pursuant to the Washington Business Corporation Act, then no vote of the shareholders of the corporation shall be required for approval of such Business Combination.

DATED: October 30, 1997



Edmund O. Belsheim, Jr.
Senior Vice President

CERTIFICATE OF OFFICER

I, Edmund O. Belsheim, Jr., hereby certify that:

1. I am the duly elected Senior Vice President of Penwest Pharmaceuticals Co. (formerly Edward Mendell Co., Inc.) (the "Corporation").

2. The Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A (the "Restatement") supersede the original Articles of Incorporation of the Corporation and any amendments thereto and restatements thereof.

3. The Restatement includes amendments to the Articles of Incorporation which require shareholder approval.

4. The Restatement provides for a reclassification of issued shares, in that the Restatement changes the par value of the capital stock of the Corporation from no par value to \$0.001 par value per share. The certificates evidencing the issued and outstanding shares of common stock of the Corporation shall from and after the effectiveness of the Restatement be deemed to evidence a like number of shares of common stock of the Corporation having a par value of \$0.001 per share.

5. The Restatement was approved by the Board of Directors of the Corporation on October 8, 1997 and by the sole shareholder of the Corporation on October 8, 1997 in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

Date: October 30, 1997

Edmund O. Belsheim Jr.
Edmund O. Belsheim, Jr.
Senior Vice President

Attachment

a:\officer

1997 2304 4755 0105
RECORDED: 05/15/2000

TRADEMARK
REEL: 002087 FRAME: 0691