

12-26-2000



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11-15-00

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Association
  - Corporation
  - Other
- 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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

12/22/2000 GTOW11 00000290 75608796

01 FC:481 40.00 DP  
02 FC:482 50.00 DP

TRADEMARK

REEL: 002199 FRAME: 0605

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

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

M. Christopher Bolen



11/14/2000

Name of Person Signing

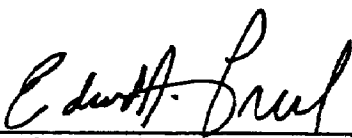
Signature

Date Signed

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 RESTATED CERTIFICATE OF "NOVALON PHARMACEUTICAL CORPORATION", CHANGING ITS NAME FROM "NOVALON PHARMACEUTICAL CORPORATION" TO "KARO BIO USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2603929 8100

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AUTHENTICATION: 0529408

DATE: 06-28-00  
TRADEMARK

REEL: 002199 FRAME: 0607

**FOURTH RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**NOVALON PHARMACEUTICAL CORPORATION**

\*\*\*\*\*

(Incorporated March 19, 1996)

Novalon Pharmaceutical Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies:

1. The name of the Corporation is **Novalon Pharmaceutical Corporation**.
2. The Certificate of Incorporation of the Corporation was filed by the Corporation with the Secretary of State of Delaware on March 19, 1996.
3. The Certificate of Incorporation was amended on October 1, 1996, and amended and restated in its entirety on May 5, 1997, September 29, 1997, and February 19, 1999.
4. This Fourth Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 and 245 of the Delaware General Corporation Law.
5. This Fourth Restated Certificate of Incorporation restates, integrates and further amends the Corporation's Certificate of Incorporation to read in its entirety as follows:

**FIRST:** The name of the Corporation is **Karo Bio USA, Inc.**

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, 19805, and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporate Agents, Inc.

**THIRD:** The purpose of the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as in effect or as it may hereafter be amended.

**FOURTH:** The total number of shares of stock that the Corporation shall have authority to issue is One Thousand (1,000), consisting of a single class of common stock, \$.001 par value per share.

**FIFTH:** The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time.

**SIXTH:** The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify any and all of the expenses, liabilities, or other matters referred to in or covered by said section and advance any and all expenses as provided in said section, and the indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**SEVENTH:** The following additional provisions are inserted for the management of the business and for the conduct of the affairs of this Corporation and for creating, defining, limiting and regulating the powers of this Corporation, the directors and the stockholders:

1. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide.

2. The books of this Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of this Corporation.

3. Elections of directors need not be by written ballot unless the by-laws of this Corporation shall so provide.

4. The board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation, but the stockholders may make additional by-laws and may alter or repeal any by-laws whether adopted by them or otherwise.

**EIGHTH:** Except as otherwise specifically provided in this Fourth Restated Certificate of Incorporation, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Fourth Restated Certificate of Incorporation, and to add or insert other provisions authorized at such time by the laws of the State of Delaware, in the manner now or hereafter prescribed by law;

and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomever by and pursuant to this Fourth Restated Certificate of Incorporation, in its present form or hereafter amended, are granted subject to the rights reserved in this Article Eighth.

**(REMAINDER OF PAGE INTENTIONALLY LEFT BLANK)**

IN WITNESS WHEREOF, the Corporation has caused this Fourth Restated Certificate of Incorporation to be signed by its President as of June 15, 2000.

  
Name: D. Joe Smith  
Title: President

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