



05-18-2001



Docket No.: D46

CPA0810

Tab settings → → →

To the Honorable Commissioner of Patents

101720625

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Spyewood Pharmaceuticals, Inc.

S-14-01

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

Name: Ipsen, Inc.

Internal Address: _____

Street Address: 27 Maple Street

City: Milford State: MA ZIP: 01757

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Massachusetts

Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: January 25, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,624,403
DYSPORT

Additional numbers Yes No

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

Name: Ronald E. Shapiro

Internal Address: _____

Street Address: 1828 L Street, N.W.

Eleventh Floor

City: Washington State: DC ZIP: 20036

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:

22-0585

DO NOT USE THIS SPACE

05/17/2001 6TON11 00000101 1624403
01 FC:481 40.00

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.

Ronald E. Shapiro
Name of Person Signing

May 14, 2001
Date

Total number of pages including cover sheet, attachments, and

4

The Commonwealth of Massachusetts

Certified a true copy of the original document (three pages).

J Davis

John Charles DAVIS Company Secretary Speywood Corp Limited (parent company). 1st May 2001.

miner

William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

~~Consolidation~~ / *merger of

Speywood Pharmaceuticals, Inc.

(California Corporation)

into

Ipsen, Inc.

(Massachusetts Corporation)

the constituent corporations, into

Ipsen, Inc.

~~Consolidation~~ / *one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The *resulting / surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the *~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

3. (For a merger)

*The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

SECRETARY OF THE

JAN 25 3 35 PM '01 DIVISION

C P M A L L L L

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the ~~resulting~~ / surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the ~~resulting~~ / *surviving corporation.

(a) The street address of the ~~resulting~~ *surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*
 27 Maple St., Milford, MA 01757-3650

** If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Dr. Alistair Michael Stokes	30 Kinghorn Park, Maidenhead, Berkshire, SL67TX, U	
Treasurer:	Same as above	Same as above	
Clerk:	Jeffrey P. Somers	93 South Street, Needham, MA 02492	
Directors:	Dr. Alistair Michael Stokes	30 Kinghorn Park, Maidenhead, Berkshire, SL67TX, U	

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / *surviving corporation shall end on the last day of the month of:
 December

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / *surviving corporation is: N/A

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts and to be enforced in the same manner as if it were a Massachusetts corporation. ~~It shall not be a defense in any action for the enforcement of any such obligation, including taxes, in the same manner as if it were a Massachusetts corporation.~~

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / ~~Vice President~~ and *Clerk / ~~Assistant Clerk~~ of Ipsen, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Alistair Stokes, *President / ~~Vice President~~
Dr. Alistair Stokes

Jeffrey P. Somers, *Clerk / ~~Assistant Clerk~~
Jeffrey P. Somers

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary-Treasurer of Speywood Pharmaceuticals, Inc. a corporation organized under the laws of California, further state under the penalties of perjury that the agreement of ~~consolidation~~ / *merger has been duly adopted by such corporation in the manner required by the laws of California.

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Zsolt P. Harsanyi, President
Zsolt P. Harsanyi, President
†† Walter Rahn, Secretary-Treasurer
Walter Rahn, Secretary-Treasurer