



6-701

06-12-2001



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RECORDATION FORM... COVER SHEET
TRADEMARKS ONLY

Handwritten marks: a checkmark and a symbol resembling a dollar sign with a slash.

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

Chirex Inc.
300 Atlantic Street, Suite 402
Stamford, Connecticut 06901

Rhodia Chirex Inc.
33 Locke Drive
Marlborough, Massachusetts 01752

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

Rhodia ChiRex Inc.
33 Locke Drive
Marlborough, Massachusetts 01752

3. Nature of conveyance:

_____ Assignment
_____ Security Agreement
_____ Other: _____
XXXX Merger
XXXX Change of Name

Execution Dates: September 6, 2000 and October 25, 2000

4. Application number(s) or application date(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Application/Registration Nos.	B. Application/Registration Dates
75/050,880	January 29, 1996
2,327,513	March 14, 2000
2,294,861	November 30, 1999

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

Terrence J. McAllister, Esq.
Ohlandt, Greeley, Ruggiero & Perle, L.L.P.
One Landmark Square, 10th Floor
Stamford, Connecticut 06901-2682 U.S.A.

06/11/2001 TDIAZ1 00000148 75050880
01 FC:481 40.00 00
02 FC:482 50.00 00

6. Total No. of applications and trademarks involved: 3.

7. Total Fee (37 C.F.R. 3.41(h)).....\$90.00/assignment.

XXXX Enclosed
_____ Authorized to be charged to deposit account.

The Commissioner is hereby authorized to charge any additional fees under 37 C.F.R. 3.41 that may be required with this communication or credit any overpayment, to Deposit Account No. 01-0467. A duplicate copy of this Form is enclosed.

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.

Terrence J. McAllister
Name of Person Signing

Signature

June 5, 2001

TRADEMARK

Total number of pages including cover sheet, attachments and document: 8

REEL: 002312 FRAME: 0254

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"COUSIN ACQUISITION, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CHIREX INC." UNDER THE NAME OF "RHODIA CHIREX INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF SEPTEMBER, A.D. 2000, AT 12:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1147716

DATE: 05-22-01

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COUSIN ACQUISITION, INC.

WITH AND INTO

CHIREX INC.

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

Cousin Acquisition, Inc. a Delaware corporation (the "Corporation"),
HEREBY CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on July 19, 2000, under
the laws of the State of Delaware.

SECOND: At least ninety percent of the outstanding capital stock of ChiRex
Inc, a corporation incorporated on December 19, 1995 under the laws of the State of
Delaware (the "Company") is owned by the Corporation.

THIRD: The Corporation, by the following resolutions of its Board of
Directors, duly adopted by unanimous written consent of its members, filed with the minutes
of its Board of Directors, as of September 6, 2000, determined to merge the Corporation with
and into the Company:

RESOLVED, that the Corporation merge (the "Merger") with and into the
Company;

RESOLVED, that the Merger shall become effective at the time (the
"Effective Time") of the filing of a Certificate of Ownership and Merger with the
Secretary of State of the State of Delaware in accordance with the provisions of the
General Corporation Law of the State of Delaware (the "Delaware General
Corporation Law");

RESOLVED, that, at the Effective Time, the separate existence of the
Corporation shall cease, the Corporation shall be merged with and into the Company,
which shall be the surviving corporation (the "Surviving Corporation"), and the
Surviving Corporation, without further action, shall possess all the rights, privileges,
powers and franchises, public and private, of both the Company and the Corporation
and shall be subject to all the debts, liabilities, obligations, restrictions, disabilities and
duties of both the Company and the Corporation;

RESOLVED, that the Certificate of Incorporation of the Company and the
By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall
be the Certificate of Incorporation and By-laws of the Surviving Corporation until
thereafter amended as provided by law or such Certificate of Incorporation;

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RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of the Company (a "Share") which is issued and outstanding immediately prior to the Effective Time (other than any Shares to be cancelled pursuant to the resolution set forth below and any Dissenting Shares (as defined below)) shall be cancelled and shall be converted automatically into the right to receive an amount equal to \$31.25 in cash (the "Merger Consideration"), payable, without interest, to the holder of such Share, upon surrender of the certificate that formerly evidenced such Share;

RESOLVED, that, at the Effective Time, Shares that are outstanding immediately prior to the Effective Time and that are held by stockholders who shall have neither voted in favor of the Merger nor consented thereto in writing and who shall have demanded properly in writing appraisal for such Shares in accordance with Section 262 of the Delaware General Corporation Law (collectively, the "Dissenting Shares"), shall not be converted into, or represent the right to receive, the Merger Consideration. Such stockholders shall be entitled to receive payment of the appraised value of such Shares held by them in accordance with the provisions of such Section 262, except that all Dissenting Shares held by stockholders who shall have failed to perfect or who effectively shall have withdrawn or lost their rights to appraisal of such Shares under such Section 262 shall thereupon be deemed to have been converted into, and to have become exchangeable for, as of the Effective Time, the right to receive the Merger Consideration, without any interest thereon, upon surrender of the certificate or certificates that formerly evidenced such Shares.

RESOLVED, that, at the Effective Time, each Share that is held in the treasury of the Company or owned by the Corporation, Rhodia, a French corporation ("Parent") or any direct or indirect wholly owned subsidiary of Parent or of the Company immediately prior to the Effective Time shall be cancelled without any conversion thereof and no payment or distribution shall be made with respect thereto;

RESOLVED, that, at the Effective Time, each share of Common Stock of the Corporation, par value \$0.01 per share, which is issued and outstanding immediately prior to the Effective Time, shall be converted into and exchanged for one validly issued, fully paid and non-assessable share of the Common Stock, par value \$0.01 per share, of the Surviving Corporation;

RESOLVED, that the directors and officers of the Company as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their successors are duly elected or appointed;

RESOLVED, that Article I of the Certificate of Incorporation of the Company as filed with the Secretary of State of the State of Delaware on December 19, 1995, be, and hereby is, amended in its entirety to read as follows:

"The name of the corporation is Rhodia Chirex Inc.";

RESOLVED, that such amendment is to take effect upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

FOURTH: The Merger has been approved by all the outstanding stock of the Corporation entitled to vote thereon, acting by written consent and without prior notice in accordance with Section 228 of the Delaware General Corporation Law.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by John P. Donahue, its President, Secretary and Treasurer, as of this 6th day of September 2000.

COUSIN ACQUISITION, INC.

By: 
Name: John P. Donahue
Title: President, Secretary and Treasurer

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RHODIA CHIREX INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2000, AT 1 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1147951

DATE: 05-22-01

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
Rhodia Chirex Inc.

Rhodia Chirex Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said corporation, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth said amendment is as follows:

“RESOLVED, that Article I of the Certificate of Incorporation of this corporation, as amended in the Certificate of Ownership and Merger merging Cousin Acquisition, Inc. with and into Chirex Inc., filed with the Delaware Secretary of State on September 6, 2000, be and hereby is, amended in its entirety to read as follows:

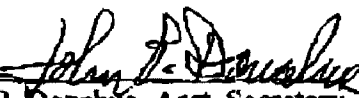
“The name of the corporation is Rhodia ChiRex Inc.”

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized to execute and deliver such documents, under the seal of the Corporation if required, and to take such other action as may be deemed by them to be necessary or appropriate to carry out the foregoing resolution.”

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by John P. Donahue, its Secretary, this 25th day of October, 2000.

By: 
 John P. Donahue, Asst. Secretary

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 01:00 PM 10/27/2000
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