

07-27-2001



101790597

Rhone-Poulenc Basic Chemicals Co.

07/19/01

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: December 14, 1992

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

Name: Rhone-Poulenc Inc.

Internal Address:

Street Address: 120 Black Horse Lane

Monmouth Junction State NJ ZIP: 08852

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

538,829

Additional numbers attached? Yes No

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

Name: Thomas A. Kain, Esq.

Internal Address: Colucci & Umans

Street Address: 101 East 52nd Street

City: New York State: NY ZIP: 10022

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:

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

DO NOT USE THIS SPACE

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.

Thomas A. Kain
Name of Person Signing

Signature

July 10, 2001
Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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State of Delaware
Office of the Secretary of State

PAGE 1

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RHONE-POULENC BASIC CHEMICALS CO.", A DELAWARE CORPORATION, WITH AND INTO "RHONE-POULENC INC." UNDER THE NAME OF "RHONE-POULENC INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1992, AT 10 O'CLOCK A.M.



2132218 8100M
971245260

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8573590
07-24-97

DATE:

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REEL: 002339 FRAME: 0485

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

RHONE-POULENC BASIC CHEMICALS CO.
(A Delaware Subsidiary Corporation)

INTO

RHONE-POULENC INC.
(A New York Parent Corporation)

To: Secretary of State,
State of Delaware

RHONE-POULENC INC., a corporation organized and existing under the laws of the State of New York,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of March, 1948, pursuant to the Business Corporation Law of the State of New York, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of RHONE-POULENC BASIC CHEMICALS CO., a corporation incorporated on the 15th day of July, 1987, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members dated December 10, 1992, filed with the minutes of the Board, determined to and does merge into itself said RHONE-POULENC BASIC CHEMICALS CO.:

RESOLVED, that Rhône-Poulenc Basic Chemicals Co. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Rhône-Poulenc Basic Chemicals Co. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Rhône-Poulenc Basic Chemicals Co. in its name; and be it further

RESOLVED, that the officers of the Corporation are hereby each authorized and directed, on behalf of the Corporation, to take all such steps and to do and authorize to be done all such acts and things as may be necessary or advisable or convenient and proper for the purpose of carrying out the foregoing resolution and the intent thereof, and for the purpose of fully effectuating and carrying out the merger referred to in the foregoing resolution; and be it further

RESOLVED, that this Corporation assume all of the obligations of Rhône-Poulenc Basic Chemicals Co.; and be it further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Rhône-Poulenc Basic Chemicals Co. and of this Corporation and in any other appropriate jurisdiction; and be it further

RESOLVED, that the merger shall become effective on December 31, 1992.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of RHONE-POULENC BASIC CHEMICALS CO., as well as for the enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Rhône-Poulenc Inc., Attn: Legal Department, 120 Black Horse Lane, Monmouth Junction, NJ, 08852 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to RHONE-POULENC INC. at the above address.

IN WITNESS WHEREOF, said RHONE-POULENC INC. has caused this Certificate to be signed by its Vice President and attested to by its Assistant Secretary, this 14th day of December, 1992.

RHONE-POULENC INC.

By Michael S. Leo
Michael S. Leo,
Sr. Vice President

ATTEST:

By John M. Iatesta
John M. Iatesta,
Asst. Secretary

[SEAL]

KBN\RPBasic\DEMerger.CER

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RECORDED: 07/17/2001

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