

12-07-2001

SHEET
NLY

Docket No.:
2217-0800



101909920

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Lichtwer Holdings, Inc.

11-30-2001

U.S. Patent & TMOs/TM Mail Rcpt Dt. #22

11-30-01

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name

Execution Date: **October 31, 2001**

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

Name: **Lichtwer Pharma U.S., Inc.**

Internal Address: **Meridian Center One**

Street Address: **2 Industrial Way West**

City: **Eatontown** State: **NJ** ZIP: **07724**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Pennsylvania**
- 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

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

- A. Trademark Application No.(s)
- 75-699,882
 - 75-631,593
 - 75-791,534
 - 75-694,319
 - 75-696,030
 - 75-696,043

- B. Trademark Registration No.(s)
- 2,033,044
 - 2,171,952
 - 1,822,285
- Yes No

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

Name: **Thomas C. Wettach**

Internal Address: **Cohen & Grigsby, P.C.**

Street Address: **11 Stanwix Street, 15th Floor**

City: **Pittsburgh** State: **PA** ZIP: **15222**

6. Total number of applications and registrations involved: **10**

7. Total fee (37 CFR 3.41): \$ **\$265.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

Deficiency or overpayment to Account No. **03-2026**

12/06/2001 DBYRNE 00000131 75699882

01 FC:481
02 FC:482

40.00 OP
225.00 OP

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 C. Wettach
Name of Person Signing

Thomas C. Wettach
Signature

November 30, 2001
Date

Total number of pages including cover sheet, attachments, and **10**

MAS

PLAN OF MERGER

PLAN OF MERGER approved on October __, 2001 by Lichtwer Holdings, Inc. ("HOLDINGS"), a business corporation organized under the laws of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on October __, 2001 by Lichtwer Pharma U.S., Inc. ("PHARMA"), which is a business corporation organized under the laws of the Commonwealth of Pennsylvania, and which is subject to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. HOLDINGS and PHARMA shall, pursuant to the provisions of the Delaware General Corporation Law and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation, to wit, PHARMA, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of HOLDINGS, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger set forth hereinbelow in accordance with the provisions of the Delaware General Corporation Law.

2. The Articles of Incorporation of PHARMA at the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the Articles of Incorporation of said surviving corporation, except that the registered office address of the surviving corporation shall be changed to c/o Cohen & Grigsby, P.C., 11 Stanwix Street, 15th Floor, Pittsburgh, PA 15222; and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The bylaws of PHARMA at the effective time and date of the merger in the Commonwealth of Pennsylvania will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4. The directors and officers in office of PHARMA at the effective time and date of the merger in the Commonwealth of Pennsylvania shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall, upon the effective date of the merger, be converted and exchanged for one share of the surviving corporation. The issued shares of the surviving corporation shall be surrendered and cancelled.

200184-809

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Delaware General Corporation Law, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger described herein above shall be October 31, 2001 at 11:59 p.m.

WITNESS the due execution hereof on October _____, 2001.

LICHTWER PHARMA U.S., INC.

By _____

Title _____

LICHTWER HOLDINGS, INC.

By _____

Title _____

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:

"LICHTWER HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "LICHTWER PHARMA U.S., INC." UNDER THE NAME OF "LICHTWER PHARMA U.S., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3451446 8100M

010544562

AUTHENTICATION: 1418373

DATE: 10-30-01

TRADEMARK
REEL: 002404 FRAME: 0515

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
LICHTWER HOLDINGS, INC.
INTO
LICHTWER PHARMA U.S., INC.**

Lichtwer Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 11th day of June, 1996.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Lichtwer Pharma U.S., Inc., a corporation organized pursuant to the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania on the 29th day of January, 1990.

THIRD: That its Board of Directors, by unanimous written consent dated October 24, 2001, determined to merge the corporation into said Lichtwer Pharma U.S., Inc., which corporation Lichtwer Pharma U.S., Inc., assumes all of the obligations of Lichtwer Holdings, Inc.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Upon completion of the merger, the sole stockholder of the common stock of Lichtwer Holdings, Inc. shall receive an equivalent number of shares of the common stock of Lichtwer Pharma U.S., Inc. and shall have no further claims of any kind or nature; and all of the common stock of Lichtwer Pharma U.S., Inc. held by Lichtwer Holdings, Inc. shall be surrendered and canceled.

FURTHER RESOLVED, that this resolution to merge be submitted to the sole stockholder of this corporation, Lichtwer Holdings, Inc. by written consent.


FOURTH: That this merger has been approved by the sole stockholder of this corporation, Lichtwer Holdings, Inc., by written consent.

FIFTH: This Certificate of Ownership and Merger shall be effective on October 31, 2001 at 11:59 p.m.

SIXTH: The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for any obligation of Lichtwer Holdings, Inc.

and hereby authorizes the Secretary of State of the State of Delaware to send such process by mail to : Cohen & Grigsby, 11 Stanwix Street, 15th floor, Pittsburgh, PA, 15222.

IN WITNESS WHEREOF, said Lichtwer Holdings, Inc. has caused this Certificate to be signed by Hugh W. Nevin, Jr., an authorized officer this 29 day of October, 2001.

By: 
Authorized Officer

Name: Hugh W. Nevin, Jr.

Title: Secretary

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

358

LICHTWER PHARMA U.S., INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 1548928

MICROFILM NUMBER: 2001084

0805-0809

CSC
COUNTER

TRADEMARK
REEL: 002404 FRAME: 0518

200104-805
**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

Articles/Certificate of Merger
 (15 Pa.C.S.)

Entry Number

1548928

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name **RETURN TO:**
 CSC

Address

City State Zip Code

Document will be returned to the name and address you enter to the left.

Fee: \$108 plus \$28 additional for each Party in additional to two

Filed in the Department of State on

OCT 30 2001

Kim Fitzgerald
 Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
 LICHTWER PHARMA U.S., INC.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
625 LIBERTY AVE 2900 CNG TOWER	PITTSBURGH	PA	15222	ALLEGHENY

(b) Name of Commercial Registered Office Provider _____ County _____

c/o

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider _____ County _____

c/o

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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ON 10/30/01

200184 - 806

B:15-1926/5926/8547-2

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
LICHTWER HOLDINGS, INC.	N/A		

(NOT QUALIFIED IN PA)

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: OCTOBER 31, 2001 at 11:59 P.M.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
LICHTWER PHARMA U.S., INC.	ADOPTED BY THE DIRECTORS AND SHAREHOLDERS

PURSUANT TO 15 PA. C.S. § 1924 (a)

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.

The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County

200184 - 807

B: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

29 day of OCTOBER

2001

LICHTWER PHARMA U.S., INC.

Name of Corporation/Limited Partnership

Hugh W Newkirk

Signature

SECRETARY

Title

LICHTWER HOLDINGS, INC.

Name of Corporation/Limited Partnership

Hugh W Newkirk

Signature

SECRETARY

Title