

05-13-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RE

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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):

Catalytica, Inc.

5-1-02

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

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

2. Name and address of receiving party(ies)

Name: DSM Catalytica Pharmaceuticals, Inc

Internal Address:

Street Address: 430 Ferguson Drive Mountain

City: view State: CA Zip: 94043

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/15/00

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

A. Trademark Application No.(s)

75/939,941

76/048,573

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Paul J. Kennedy, Esquire

Internal Address: Pepper Hamilton LLP

Street Address: 3000 Two Logan Square 18th & Arch Streets

City: Phila. State: PA Zip: 19103

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- 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.

Paul J. Kennedy Name of Person Signing

Signature

Date

8

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/10/2002 LABELLER 0000077 7593941

01 FE:401 02 FC:402

40.00 OP 25.00 OP

TRADEMARK REEL: 002504 FRAME: 0178

OFFICE OF PUBLIC RECORDS 2002 MAY -1 AM 8:13 FINANCE SECTION

State of Delaware - Division of Corporations

DOCUMENT FILING SHEET

FAX

| | | | | | |
|-------------------------------------|--------------------------|--------------------------|--------------------------------|--------------------------------|---------------------------|
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Priority 1 (Two Hr. Service) | Priority 2 (Same Day) | Priority 3 (24 Hour) | Priority 4 (Must Approvals) | Priority 5 (Reg. Approvals) | Priority 6 (Reg. Work) |

DATE SUBMITTED December 15, 2000
 REQUESTOR NAME THE CORPORATION TRUST COMPANY FILE DATE December 15, 2000
 ADDRESS WILM/ Mary Ann Brzoska /efw FILE TIME 2:30 p.m.
 ATTN. _____
 PHONE _____

NAME of COMPANY/ENTITY Catalytica, Inc. (DE DOM)
 Merging: Synotex Acquisition Corporation (DE DOM) 3267607
 Under Name of: DSM Catalytica Pharmaceuticals, Inc.
2293168 9000010
 SRV NUMBER FILE NUMBER FILER'S NUMBER RESERVATION NO.

TYPE OF DOCUMENT Merger DOCUMENT CODE 251

CHANGE of NAME _____ CHANGE of AGENT/OFFICE _____ CHANGE OF STOCK _____

| CORPORATIONS | | |
|----------------------------|------------|----------|
| FRANCHISE TAX | YEAR _____ | \$ _____ |
| FILING FEE TAX | | \$ _____ |
| RECEIVING & INDEXING | | \$ _____ |
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| SPECIAL SERVICES | | \$ _____ |
| KENT COUNTY RECORDER | | \$ _____ |
| NEW CASTLE COUNTY RECORDER | | \$ _____ |
| SUSSEX COUNTY RECORDER | | \$ _____ |
| TOTAL \$ | | _____ |

| METHOD of RETURN |
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| <input type="checkbox"/> MESSENGER/PICKUP |
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| <input type="checkbox"/> FAX No _____ |
| <input type="checkbox"/> OTHER _____ |

COMMENTS/FILING INSTRUCTIONS
WITHDRAW \$30.00 TO MERGE
THIS WAS PRECLEARED ON 12-8
THIS IS AN APPROVAL

| CREDIT CARD CHARGES |
|----------------------------------------------------------------------|
| You have my authorization to charge my credit card for this service: |
| _____ Exp. Date _____ |
| Signature _____ Printed Name _____ |

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| AGENT USE ONLY |
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| INSTRUCTIONS |
|---------------------------------------------------------------------------------------------------------|
| 1. Full shade in the required Priority square using a dark pencil or marker, staying within the square. |
| 2. Each request must be submitted as a separate item, with its own Filing sheet as the FIRST PAGE. |

**CERTIFICATE OF MERGER
OF
SYNOTEX ACQUISITION CORPORATION
INTO
CATALYTICA, INC.**

In accordance with Section 251 of the General Corporation Law of the State of Delaware, the undersigned corporation, Catalytica, Inc., a Delaware corporation, does hereby certify as follows:

FIRST: The name of each of the constituent corporations of the merger and the laws under which each such corporation was organized are:

| <u>Name of Corporation</u> | <u>State of Incorporation</u> |
|---------------------------------|-------------------------------|
| Catalytica, Inc. | Delaware |
| Synotex Acquisition Corporation | Delaware |

SECOND: An Agreement and Plan of Merger, dated as of August 2, 2000, by and among Synotex Company, Inc., a Delaware corporation, Synotex Acquisition Corporation, a wholly owned subsidiary of Synotex Company, Inc., and Catalytica, Inc. was approved, adopted, certified, executed and acknowledged by each of Synotex Acquisition Corporation and Catalytica, Inc. in accordance with subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: Catalytica, Inc., a Delaware corporation, will continue as the surviving corporation, but the name of Catalytica, Inc. will change to DSM Catalytica Pharmaceuticals, Inc.

FOURTH: The Restated Certificate of Incorporation attached hereto as Exhibit A shall be the certificate of incorporation of the surviving corporation.

FIFTH: An executed copy of the Agreement and Plan of Merger is on file at the offices of the surviving corporation at 430 Ferguson Drive, Mountain View, California 94043.

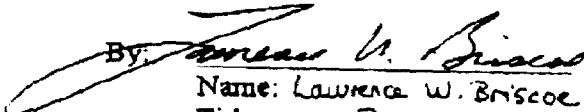
SIXTH: A copy of the Agreement and Plan of Merger will be furnished by Catalytica, Inc., on request and without cost, to any stockholder of Synotex Acquisition Corporation or Catalytica, Inc..

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 12/15/2000
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SEVENTH: The merger will become effective on December 15, 2000, at 5:02 p.m. in accordance with the provisions of Section 103(d) of the General Corporation Law of the State of Delaware.

Dated: December 15, 2000

CATALYTICA, INC.

By: 

Name: Lawrence W. Briscoe

Title: Vice President, Finance
and Administration

Chief Financial Officer

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

OF

DSM CATALYTICA PHARMACEUTICALS, INC.

FIRST: The name of the corporation is DSM Catalytica Pharmaceuticals, Inc. (hereinafter referred to as the "Corporation").

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 1,000 shares of common stock and the par value of each of such shares is \$0.01.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities herein before or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SIXTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

SEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence

of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

NINTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

TENTH: Section 203 of the General Corporation Law of the State of Delaware shall not apply to the Corporation.