

06-28-2002

TRADEMARKS ONLY

TRADEMARKS ONLY

To  
Please

pages  
of



102138461

1. Name of Party(ies) conveying an interest:  
Fuisz Technologies Ltd.

Name and Address of Party(ies) receiving an interest:  
Name: Biovail Technologies Ltd.

Address: 3701 Concorde Parkway  
Chantilly, Virginia 20151

Entity:

6-6-02

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

Entity:

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

3. Interest Conveyed:

- Assignment                 Change of Name
- Merger
- Other -

Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

Yes

No

(The attached document must not be an assignment)

Execution Date - December 23, 1999

4. Application number(s) or registration number(s). Additional sheet attached?             Yes    No

A. Trademark Application No.(s)  
75,552,047

B. Trademark Registration No.(s)

5. Please mail documents back to:

Paul W. Kruse  
Pillsbury Winthrop LLP  
1600 Tysons Boulevard  
McLean, Virginia 22102

6. Number of applications and registrations involved:   1  

7. Amount of fee enclosed: \$ 40.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 16752/279191

C#            M#

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.

06/28/2002 BTOM11 00000039 033975 75552047

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Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)	9
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Signature

Attorney: Paul W. Kruse

Date: June 6, 2002

Atty/Sec: PWK:omb

Tel: (703) 905-2120

Fax: (703) 905-2000

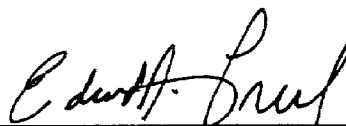
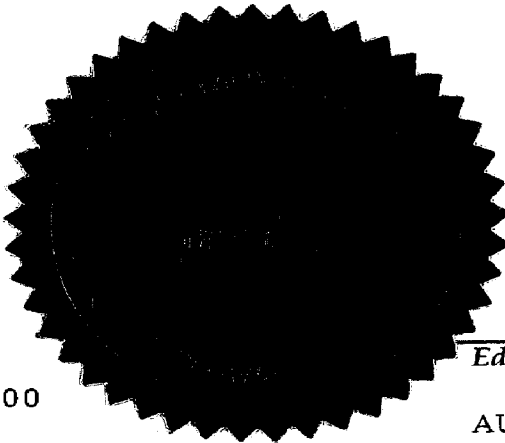
State of Delaware  
Office of the Secretary of State

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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 RESTATED CERTIFICATE OF "FUISZ TECHNOLOGIES LTD.", CHANGING ITS NAME FROM "FUISZ TECHNOLOGIES LTD." TO "BIOVAIL TECHNOLOGIES LTD.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999.



Edward J. Freel, Secretary of State

2163226 8100

001398810

AUTHENTICATION: 0605817

DATE: 08-07-00

TRADEMARK  
REEL: 2532 FRAME: 0989

FIFTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
FUISZ TECHNOLOGIES LTD.

Pursuant to Sections 242 and 245 of the General Corporation Law  
of the State of Delaware

The undersigned, Marc Canton and Stephen Willard, are Acting Chief Executive Officer and Secretary, respectively, of Fuisz Technologies Ltd., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"). The Corporation was originally incorporated as Fuisz Pharmaceutical Ltd. and its Certificate of Incorporation was initially filed in the Office of the Secretary of State of Delaware on June 9, 1988.

The undersigned, as President and Secretary of the Corporation, do hereby certify that:

(a) the Board of Directors of the Corporation, by unanimous written consent, duly adopted a resolution pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware proposing that this Fifth Amended and Restated Certificate of Incorporation be approved and declaring the adoption of such Fifth Amended and Restated Certificate to be advisable; and

(b) the stockholder of the Corporation, by written consent, duly adopted this Fifth Amended and Restated Certificate of Incorporation in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware

(c) the following sets forth the terms of the Fifth Amended and Restated Certificate of Incorporation of the Corporation:

ARTICLE ONE

The name of this Corporation (hereinafter called the "Corporation") is BIOVAIL TECHNOLOGIES LTD.

ARTICLE TWO

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

ARTICLE THREE

The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

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ARTICLE FOUR

The Corporation shall have authority, to be exercised by the Board of Directors, to issue 1,000 shares of common stock of the Corporation, par value of \$.01 per share (the "Common Stock"). Each holder of Common Stock shall be every meeting of stockholders of the Corporation be entitled to one vote in person or by proxy for each share of Common Stock held by such holder. The holders of the Common Stock are entitled to the entire voting power, all dividends declared and paid by the Corporation and all assets of the Corporation in the event of any liquidation, dissolution, or winding up of the Corporation.

ARTICLE FIVE

The number of directors which shall constitute the whole Board of Directors of the Corporation shall be determined pursuant to the By-Laws of the Corporation as provided therein. Elections of Directors need not be written ballot.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute and in accordance with any relevant provisions of the By-Laws, the Board of Directors is expressly

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authorized to make, repeal, alter, amend and rescind the By-Laws of the Corporation.

#### ARTICLE SEVEN

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 statute, and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE EIGHT

The Corporation may indemnify, to the full extent permitted by the General Corporation Law of the State of Delaware and as provided in the By-Laws of the Corporation, any and all persons whom it shall have the power to indemnify from and against any and all expenses, liabilities or other matters.

#### ARTICLE NINE

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article Ten shall not eliminate or limit the liability of a director (i) for any breach of

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such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which such director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the General Corporation Law of the State of Delaware, as so amended. No amendment to or repeal of this Article Nine shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring at the time of or prior to such Amendment or repeal. Any repeal or modification of this Article Nine shall not adversely affect any right or protection of a director of the Corporation existing under this Certificate of Incorporation.

## ARTICLE TEN

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them


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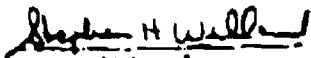
and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the General Corporation Law of the state of Delaware 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 General Corporation Law of the State of Delaware 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 a 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.



IN WITNESS WHEREOF, the Corporation has caused this Fifth Amended and Restated Certificate of Incorporation to be signed by its Acting Chief Executive Officer and its corporate seal to be hereunto affixed and attested by its Secretary, as of the 12th day of November, 1999.

FUISZ TECHNOLOGIES LTD.

By:   
Marc Canton  
Acting Chief Executive  
Officer

Attest   
Stephen H. Willard  
Secretary