

RECORDED
TR

09-03-2002
102210179

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

1. Name of conveying party(ies):

Pharmacia Inc.

08-08-02

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

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

3. Nature of conveyance:

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

Execution Date: May 1, 1996

2. Name and address of receiving party(ies)

Name: The Upjohn Company

Internal

Address: _____

Street Address: 7000 Portage Road

City: Kalamazoo State: MI Zip: 49001

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1345397; 993669; 1337522; 536728; 940849

Additional number(s) attached Yes No

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

Name: Cynthia B. Summerfield

Internal Address: Pharmacia Corporation

08/30/2002 6TOM11 00000060 1345397

01 FC:481 40.00 CH
02 FC:482 100.00 CH

Street Address: 100 Route 206 North

City: Peapack State: NJ Zip: 07977

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41).....\$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 500400

(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.

Cynthia B. Summerfield
Name of Person Signing

Cynthia B. Summerfield
Signature

August 7, 2002
Date

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

6

DN

**CERTIFICATE
OF
MERGER
OF
PHARMACIA INC.
INTO
THE UPJOHN COMPANY**

Pursuant to the provisions of Section 252 *et seq.* of the Delaware General Corporation Law and Article 302A.651, *et seq.*, of the Business Corporation Act of the State of Minnesota, the undersigned corporations adopt this Certificate of Merger for the purpose of merging Pharmacia Inc., a Minnesota Corporation, having offices at 7001 Post Road, Dublin, Ohio 43017 ("Pharmacia") into The Upjohn Company, a Delaware Corporation with its principal offices at 7000 Portage Road, Kalamazoo, Michigan 49001 ("Upjohn" also referred to herein as the "Surviving Corporation"):

Pharmacia & Upjohn, Inc., the sole shareholder of both Pharmacia and Upjohn by the signatures of its authorized officers, certifies the following:

1. The names of the corporations participating in the merger and the states under the laws of which they are respectively organized is as follows:

| <u>Name of Organization</u> | <u>State</u> |
|-----------------------------|--------------|
| Pharmacia Inc. | Minnesota |
| The Upjohn Company | Delaware |

2. That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

3. The name of the surviving corporation of the merger is The Upjohn Company, a Delaware Corporation.

4. That the Restated Certificate of Incorporation of The Upjohn Company, a Delaware Corporation which is surviving the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

5. That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 7001 Portage Road, Kalamazoo, Michigan 49001.

6. That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

7. The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

| <u>Corporation</u> | <u>Class</u> | <u>No. Shares</u> | <u>Par Value per share</u> |
|--------------------|--------------|-------------------|----------------------------|
| Pharmacia Inc. | Common | 1,000 | \$.01 |

8. The Officers of Pharmacia & Upjohn, Inc. and Pharmacia and Upjohn be, and they hereby are, jointly and severally, authorized and directed to make, execute and deliver to the appropriate governmental authorities all such further certificates, instruments or other documents, as in their judgment shall be necessary or advisable in order to effectuate the implementation of the Agreement, the intent and purposes of the foregoing resolutions and any or all of the transactions contemplated thereby.

Effective Date. This merger shall be effective at 1:45 p.m. on May 10 1996 which shall be the effective date of this Certificate of Merger.

IN WITNESS WHEREOF, said Sole Shareholder has caused this Certificate of Merger to be signed by its authorized officer on the date set forth below.

ATTEST:

PHARMACIA & UPJOHN, INC.

Don U. Schubert
Asst. Secretary

Kenneth M. Coyne

Dated: May 1, 1996

Delaware

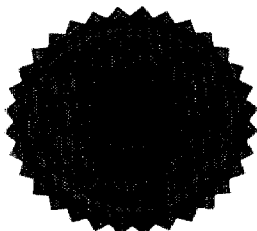
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The First State

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 MERGER, WHICH MERGES:

"PHARMACIA INC.", A MINNESOTA CORPORATION,

WITH AND INTO "THE UPJOHN COMPANY" UNDER THE NAME OF "THE UPJOHN COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 1996, AT 11:30 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0527510 8100M

AUTHENTICATION: 1910881

020485335

DATE: 07-30-02

RECORDED: 08/08/2002

TRADEMARK

REEL: 002573 FRAME: 0407