

FORM PTO-1584

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

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):

BTG Pharmaceuticals Corp.

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other:

- Association
- Limited Partnership

Additional name(s) of conveying parties attached? Yes No

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

Name: Bio-Technology General Corp.

Address: 70 Wood Avenue South
Iselin, New Jersey 08830

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

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

Effective Date: March 15, 1996

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

(Designations must be a separate document from Assignment)
Additional name(s) & address(s) attached: Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,754,811

Additional Numbers attached? Yes No

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

Name: Howard J. Shire, Esq.
Address: KENYON & KENYON
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

Asiyah McCarthy

Name of Person Signing

Signature

7/8/03

Date

Total number of pages comprising cover sheet:

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 DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

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Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"BTG PHARMACEUTICALS CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BIO-TECHNOLOGY GENERAL CORP." UNDER THE NAME OF "BIO-TECHNOLOGY GENERAL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 1996, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2077244

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DATE: 11-07-02

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:20 AM 03/15/1996
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**CERTIFICATE OF OWNERSHIP AND MERGER
 OF
 BTG PHARMACEUTICALS CORP.
 INTO
 BIO-TECHNOLOGY GENERAL CORP.
 (a Delaware corporation)**

Pursuant to Section 259 of the General
 Corporation Law of the State of Delaware

It is hereby certified that:

1. Bio-Technology General Corp. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of BTG Pharmaceuticals Corp., which is also a business corporation of the State of Delaware.
3. On March 13, 1996, the Board of Directors of the Corporation adopted the following resolutions to merge BTG Pharmaceuticals Corp. into the Corporation:

RESOLVED, that BTG Pharmaceuticals Corp. be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of BTG Pharmaceuticals Corp. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by BTG Pharmaceuticals Corp. in its name; and it is further

RESOLVED, that the Corporation shall assume all of the obligations of BTG Pharmaceuticals Corp.; and it is further

RESOLVED, that the Corporation shall cause to be executed, filed and recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and it is further

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be the date of filing of such certificate with the Secretary of State of Delaware.

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RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to take any and all actions, and to execute any and all documents, necessary or advisable by them to carry out the purposes of the foregoing resolutions.

Executed on March 14, 1998.

Bio-Technology General Corp.

By: 
Sim Fess, President and Chief Executive Officer

Attest:


Roy L. Goldman, Secretary