

Form PTO-1504
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
SANOFI
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation France
 Other _____
Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):
Name: SANOFI-SYNTHELABO
Address: 174, Avenue de France
75008 Paris, France
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation France
 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) & addresses attached? Yes No

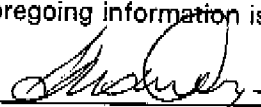
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: June 25, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s).
2,209,652
Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Diana Sullivan
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017
Tel: (212)813-5900; Fax: (212)813-5901

6. Total number of applications and registration involved:..... 1
7. Total fee (37 CFR 3.41) \$ 40.00
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)
8. Deposit account number:
23-0825; SYN - 0306739
(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.
Susan Upton Douglass  12-17-2003
Name of Person Signing Signature Date

Total number of pages comprising cover sheet:

CH \$40.00 230825 2209652

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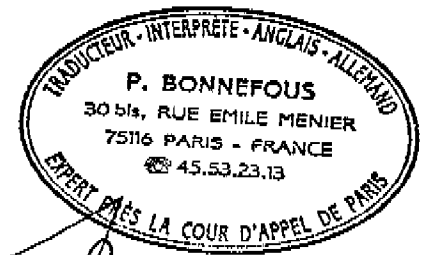
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TRANSLATED FROM THE FRENCH

993217

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APPOINTED BY THE PARIS COURT OF APPEAL

N°907370



TRADUTEC
30 bis, rue Émile Menier - 75116 PARIS
Téléphone : 01 45 53 23 13
Télécopieur : 01 45 53 34 19

June 25, 1999
CONTRIBUTION-MERGER
By SANOFI
To SANOFI-SYNTHÉLABO
1072169/993044

ISTAMP OF
THE GILDAS LE GONIDEC DE
KERHALIC, FRÉDÉRIC LUCET
NOTARIAL OFFICE]

IT IS SHOWN:

I) By a private contract dated in Paris, France, on April 9, 1999, recorded, one of the originals of which was filed, with acknowledgement of entry and signatures, in the Archives of the undersigned notary on June 25, 1999,

That the company SANOFI, a joint-stock company quoted on the First Market and the Monthly Settlement Market of the SBF-Bourse de Paris, on the official markets of the Belgian stock market and on the Swiss Electronic Stock Market in Zurich,

with FRF2,798,861,800 corporate capital and Head Offices at 174, avenue de France in the Thirteenth *Arrondissement* of Paris, France, identified with the S. I. R. E. N. under N° 732059332, Paris Corporate Registry.

Contributed, through merger, to the company SANOFI-SYNTHÉLABO, joint-stock company with FRF1,461,174,016 corporate capital presently and with Head Offices at 174, avenue de France in the Thirteenth *Arrondissement* of Paris, France, identified with the S. I. R. E. N. under N° 395030844, Paris Corporate Registry.

All of the goods and rights generally whatsoever constituting the assets of the company SANOFI, as they existed on the definitive day of the achievement of the merger, i.e., May 18, 1999.

The transfer of ownership and assuming of possession have been set as being on the day of definitive achievement of the mer-

initials

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ger and, by explicit agreement, it was stipulated that the acquiring company would have the benefits and charges of said goods and rights retroactive as from January 1, 1999, inclusive.

II) That said CONTRIBUTION-MERGER became final, as is shown by the documents and minutes concerning meetings filed in the originals section of the undersigned notary, under the terms of the aforementioned June 25, 1999 document, in particular:

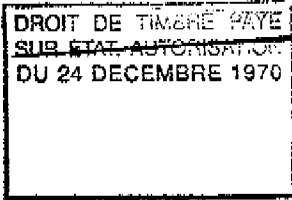
* The certified true & accurate copy of the minutes of the decision made by the May 18, 1999 Joint Ordinary and Extraordinary Meeting of the Stockholders of the acquired company, recorded, approving the contribution,

* The certified true & accurate copy of the minutes of the decision made by the May 18, 1999 Joint Ordinary and Extraordinary Meeting of the Stockholders of the acquiring company, recorded, approving the contribution,

ANALYTIC EXCERPT, on TWO PAGES, exactly compared, with neither added notes nor deleted words.

(SEAL OF GILDAS
LE GONIDEC DE KERHALIC,
NOTARY ASSOCIATE IN PARIS,
COURT OF APPEALS)

signature



25 JUIN 1999
APPORT-FUSION
Par SANOFI
à SANOFI-SYNTHELABO
1001022



IL APPERT :

I) D'un acte sous signatures privées, en date à PARIS du 9 avril 1999, enregistré, dont l'un des originaux a été déposé, avec reconnaissance d'écriture et de signatures, au rang des minutes du Notaire soussigné, le 25 JUIN 1999,

Que la Société SANOFI, Société Anonyme cotée au Premier Marché et Règlement Mensuel de la SBF-Bourse de Paris, aux marchés officiels de la Bourse Belge et de la Bourse Suisse électronique de Zurich, au capital de 2.798.861.800 Francs, ayant son siège social à PARIS (13ème), 174, avenue de France, identifiée au SIREN sous le numéro 732059332 RCS PARIS.

A fait apport à titre de fusion, à La société dénommée SANOFI-SYNTHELABO, Société Anonyme au capital actuel de 1.461.174.016 Euros, ayant son siège à PARIS (13ème), 174, avenue de France, identifiée au SIREN sous le numéro 395030844 RCS PARIS.

De tous les biens et droits, généralement quelconques, constituant l'actif de la Société SANOFI, tels qu'ils existaient à la date de réalisation définitive de la fusion, à savoir le 18 mai 1999.

Le transfert de propriété et l'entrée en jouissance ont été fixés au jour de la réalisation définitive de la fusion, et de convention expresse, il a été stipulé que la Société absorbante aurait les profits et les charges desdits biens et droits à compter rétroactivement du 1er janvier 1999 inclusivement.

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II) Que cet APPORT-FUSION est devenu définitif, ainsi qu'il résulte des pièces et procès-verbaux d'Assemblées déposées au rang des minutes du Notaire soussigné, aux termes du même acte du 25 JUIN 1999, et notamment :

* La copie certifiée conforme du procès-verbal de délibération de l'Assemblée Générale Mixte Ordinaire et Extraordinaire de la Société Absorbée du 18 MAI 1999, enregistré, approuvant l'apport.

* La copie certifiée conforme du procès-verbal de délibération de l'Assemblée Générale Mixte de la Société Absorbante du 18 MAI 1999, enregistré, approuvant l'apport.

POUR EXTRAIT ANALYTIQUE, sur DEUX PAGES, exactement collationné, sans renvoi ni mot nul.



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