

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DJ Pharma, Inc.		11/20/2000	CORPORATION: DELAWARE
DJ Pharma, Inc.		11/20/2000	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Biovail Pharmaceuticals, Inc.
<b>Street Address:</b>	Bridgewater Hills Corporate Center
<b>Internal Address:</b>	700 route 202/206 North
<b>City:</b>	Bridgewater
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	08807
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	1610363	CEDAX

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(703)905-2500
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	703-905-2145
<b>Email:</b>	va-logocops@pillsburywinthrop.com
<b>Correspondent Name:</b>	James R. Menker
<b>Address Line 1:</b>	1600 Tysons Boulevard
<b>Address Line 2:</b>	P.O. Box 10500
<b>Address Line 4:</b>	McLean, VIRGINIA 22102

<b>ATTORNEY DOCKET NUMBER:</b>	16752/271948
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<b>NAME OF SUBMITTER:</b>	James R. Menker
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Total Attachments: 9  
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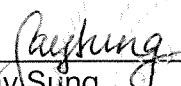
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Notarial Certificate of True Copy

CANADA	)	TO ALL TO WHOM THESE PRESENTS
	)	
PROVINCE OF ONTARIO	)	MAY COME, BE SEEN OR KNOWN
	)	
	)	
	)	
TO WIT:	)	

I, **Jay Sung**, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Toronto, in the Municipality of Metropolitan Toronto, and practising at 7150 Mississauga Road, Mississauga, in said Province, **DO HEREBY CERTIFY AND ATTEST** that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be the Restated Certificate of DJ Pharma, Inc. changing its name from to Biovail Pharmaceuticals, Inc., dated the 20<sup>th</sup> day of November, 2000, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

**IN TESTIMONY WHEREOF** I have hereto subscribed my name and affixed my Notarial Seal of Office at Mississauga this 1<sup>st</sup> day of June, 2004.

  
\_\_\_\_\_  
Jay Sung  
A Notary Public in and for  
the Province of Ontario

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 "DJ PHARMA, INC.", CHANGING ITS NAME FROM "DJ PHARMA, INC." TO "BIOVAIL PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2000, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0805495

2905197 8100

001582849

DATE: 11-20-00

TRADEMARK

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SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DJ PHARMA, INC.

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

The undersigned, Eugene Melnyk, is President of DJ  
Pharma, Inc., a corporation organized and existing under the Gen-  
eral Corporation Law of the State of Delaware ("the Corpora-  
tion"). The Certificate of Incorporation of the Corporation was  
initially filed in the Office of the Secretary of State of Dela-  
ware on June 5, 1988.

The undersigned, does hereby certify that:

(a) The Board of Directors of the Corporation, by  
unanimous written consent, duly adopted a resolution pur-  
suant to Sections 242 and 245 of the General Corporation  
Law of the State of Delaware proposing that this Second  
Amended and Restated Certificate of Incorporation be ap-  
proved and declaring the adoption of such Second Amended  
and Restated Certificate to be advisable;

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

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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(c) The following sets forth the terms of the Second Amended and Restated Certificate of Incorporation of the Corporation:

#### ARTICLE ONE

The name of this corporation (hereinafter called the "Corporation") is BIOVAIL PHARMACEUTICALS, INC.

#### ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

#### ARTICLE THREE

The nature of the business or purposes to be conducted or promoted by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of Delaware (the "DGCL").

## ARTICLE FOUR

The Corporation shall have the authority, to be exercised by the Board of Directors, to issue one thousand (1000) shares of common stock of the Corporation, par value \$0.01 per share ("Common Stock"). Each holder of Common Stock shall be entitled to one vote in person or by proxy for each share of Common Stock held by such holder. The holders of 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 by written ballot.

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## 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 limit or eliminate the liability of a director (i) for any breach of the 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 the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL 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 DGCL, as amended. No amendment to or repeal of this Article Ten shall apply to or have any effect on the 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 Ten shall not adversely affect any right or protection of a director of the Corporation existing under the Certificate of Incorporation.

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ARTICLE TEN

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this 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 this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this 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 this 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 this 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 this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this 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

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## 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 of the Corporation, the Board of Directors is expressly authorized to make, repeal, alter, amend or 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 upon stockholders herein are granted subject to this reservation.

## ARTICLE EIGHT

The Corporation may indemnify, to the full extent permitted by the DGCL 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.

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on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to signed by its President this 20th day of November, 2000.

DJ PHARMA, INC.

By:

Name: Eugene Melnyk  
Title: President

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