

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	merger and change of name

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
INNOVEX AMERICA HOLDING COMPANY		12/30/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	INNOVEX INC.
Street Address:	10 Waterview Boulevard
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Serial Number:	78017848	MDPOINTS
Registration Number:	2269689	BEANSPROUT NETWORKS
Registration Number:	2224711	BEANSPROUT
Registration Number:	2748609	MDUNITS

CORRESPONDENCE DATA	
Fax Number:	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919 286-8078
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 West Main Street
Address Line 2:	Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	018863-167 ADH
NAME OF SUBMITTER:	Arlene D. Hanks

OP \$115.00 78017848

Total Attachments: 4

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Delaware

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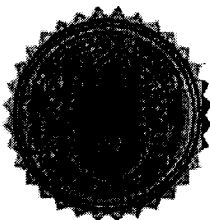
The First State

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 OWNERSHIP, WHICH MERGES:

"INNOVEX (NORTH AMERICA) INC.", A DELAWARE CORPORATION, WITH AND INTO "INNOVEX AMERICA HOLDING COMPANY" UNDER THE NAME OF "INNOVEX INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 10:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 12:01 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2768807 8100M

AUTHENTICATION: 2858656

030845234

DATE: 01-08-04

TRADEMARK
REEL: 002869 FRAME: 0183

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
INNOVEX (NORTH AMERICA), INC.
INTO
INNOVEX AMERICA HOLDING COMPANY

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, which permits the merger of a parent corporation with and into its subsidiary where one of the corporations is organized and existing under the laws of Delaware, Innovex (North America) Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST, that immediately prior to the filing of this Certificate of Ownership and Merger the Corporation owned at least ninety percent (90%) of the issued and outstanding shares of each class of stock of Innovex America Holding Company, a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary Corporation").

SECOND, that the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 30th day of December, 2003, determined to, and, effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, hereby does, merge the Corporation into the Subsidiary Corporation (the "Merger"):

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of Innovex Overseas Holding Limited (the "Shareholder"), the sole shareholder of Innovex (North America), Inc. (the "Corporation"), the Corporation shall merge into Innovex America Holding Company (the "Subsidiary Corporation"), which will assume all of the obligations of the Corporation (the "Merger").

FURTHER RESOLVED, that the Merger shall be effected by the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware. The time and date when the Merger shall become effective is upon filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, and is herein referred to as the "Effective Time."

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

(a) Effect of the Merger. At the Effective Time, the separate corporate existence of the Corporation shall cease, and the Subsidiary Corporation, as the surviving corporation, shall continue its corporate existence under the laws of the State of Delaware and shall thereupon and thereafter possess all of the rights, privileges, immunities, powers, and franchises of each of the Corporation and Subsidiary Corporation, and all of the property (real, personal and mixed), and every other asset of each of the Corporation and Subsidiary Corporation shall vest in Subsidiary Corporation without further act or deed; Subsidiary Corporation shall assume and be liable for all the liabilities and obligations of each of the Corporation and Subsidiary Corporation; and all other effects of the Merger specified in Section 253 of the

DGCL shall result therefrom. As of the Effective Time, the name of the surviving corporation shall be "Innovex Inc."

(b) Effect of Merger on outstanding securities of the Subsidiary Corporation. As a result of the contemplated merger of MSM Group Limited Partnership (the "Partnership") with and into the Subsidiary Corporation, which merger is expected to occur on or about the date with the Effective Time (the "Partnership Merger"), Quintiles Pacific, Inc., a North Carolina corporation and the General Partner of the Partnership ("Quintiles Pacific"), may acquire capital stock in the Subsidiary Corporation equal to the value of its previous interest in the Partnership. Each outstanding share of capital stock of the Subsidiary Corporation acquired by Quintiles Pacific as a result of the Partnership Merger shall remain outstanding. Each outstanding share of capital stock of the Subsidiary Corporation held by the Corporation immediately prior to the Effective Time shall be cancelled.

(c) Effect of Merger on outstanding securities of the Corporation. Upon surrender of certificates therefore, each share of each class or series of Common Stock or Preferred Stock, if any, of the Corporation issued and outstanding immediately prior to the Effective Time (other than shares held by the Corporation, all of which shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled as a result of the Merger) shall be converted into the right to receive one share of the same class or series of Common Stock or Preferred Stock of the Subsidiary Corporation, such that after the Merger the Shareholder shall hold the same number and type of shares of capital stock in the Subsidiary Corporation as it held in the Corporation immediately prior to the Merger.

Each outstanding but unexercised warrant or option to purchase shares of the Corporation's Common Stock or Preferred Stock shall cease to be exercisable to purchase shares of the Corporation's Common Stock or Preferred Stock and shall become exercisable to purchase the same number of shares of Subsidiary Corporation's Common Stock or the same number of shares of the same class or series of Subsidiary Corporation's Preferred Stock.

(d) Certificate of Incorporation. The Certificate of Incorporation of the surviving corporation shall be identical to the Certificate of Incorporation of Subsidiary Corporation in effect immediately prior to the Effective Time until thereafter amended as provided by law.

(e) Bylaws. The Bylaws of the surviving corporation shall be identical to the Bylaws of Subsidiary Corporation in effect immediately prior to the Effective Time until thereafter amended as provided by law.

(f) Directors and Officers. The directors and officers of the surviving corporation immediately prior to the Effective Time shall remain in office and shall continue to hold office until their respective successors shall have been elected and qualified as provided in the bylaws of Subsidiary Corporation or by applicable law.

FURTHER RESOLVED, that the Board of Directors hereby recommends to the Shareholder of the Corporation, for approval, the Certificate of Ownership and Merger and the consummation of the transactions contemplated thereby, including without limitation the Merger; and

FURTHER RESOLVED, that following approval by the Shareholder of the foregoing recommendation, the officers of the Corporation be, and they hereby are, authorized, subject to approval by the Shareholder, to execute and deliver on behalf of the Corporation the Certificate of Ownership and Merger setting forth the resolutions to merge itself into Subsidiary Corporation, and the date of adoption thereof, together with any and all other documents necessary or appropriate to effect the Merger and the transactions contemplated thereby, including but not limited to such filings as are necessary in order to consummate the Merger, with such changes or revisions to such documents as the officer executing the same shall approve, such approval to be evidenced conclusively by such officer's execution and delivery of the same.

THIRD, that the Certificate of Incorporation of Subsidiary Corporation, as the surviving

corporation, shall be identical to the Certificate of Incorporation of Subsidiary Corporation in effect immediately prior to the filing of this Certificate of Ownership and Merger until thereafter amended as provided by law.

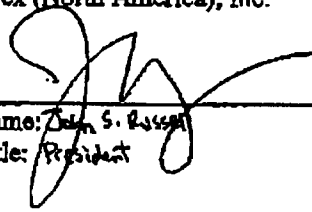
FOURTH, that the sole shareholder of the Corporation, Innovex Overseas Holdings Limited, a company organized and existing under the laws of England, has approved the Merger.

FIFTH, that at the effective time of the Merger the name of the surviving corporation shall be "Innovex Inc."

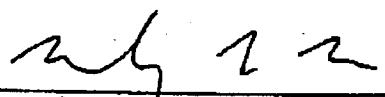
SIXTH, that this Certificate of Ownership and Merger shall be effective at 12:01 a.m. on December 31, 2003.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by John S. Russell, its President, and attested by Beverly Edin Moyer, its Asst. Secretary, who do hereby make this Certificate, hereby declaring, certifying and acknowledging under penalties of perjury that the facts herein stated are true and that this Certificate is their act and deed, and accordingly have herunto set their hands, this the 30th day of December, 2003.

Innovex (North America), Inc.

By: 
Name: John S. Russell
Title: President

ATTEST:

By: 
Name: Beverly Edin Moyer
Title: Assistant Secretary