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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

02-09-2004



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 1-23-04 Catalytica Pharmaceuticals, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State DE [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: DSM Pharmaceuticals, Inc. Internal Address: Street Address: 5900 NW Greenville Blvd. City: Greenville State: NC Zip: 27834 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State DE [ ] 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

3. Nature of conveyance: [ ] Assignment [X] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 12/14/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2413678; 2565678 Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Laura M. Kelley Internal Address: Street Address: P.O. Box 37428 City: Raleigh State: NC Zip: 27627

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65 [ ] Enclosed (Paid previously) [ ] Authorized to be charged to deposit account

8. Deposit account number: DPR/FINANCE FEB - 5 AM 7:23

DO NOT USE THIS SPACE

9. Signature. Laura M. Kelley Name of Person Signing [Signature] Signature January 30, 2004 Date [11] Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002910 FRAME: 0001

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**01/21/2004**  
**900004521**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Catalytica Pharmaceuticals, Inc.		12/14/2001	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	DSM Pharmaceuticals, Inc.
<b>Street Address:</b>	5900 NW Greenville Blvd.
<b>City:</b>	Greenville
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	27834
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2413678	CATALYTICA PHARMACEUTICALS
Registration Number:	2565678	ALOPRIM

**CORRESPONDENCE DATA**

**Fax Number:** (919)854-1401  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
**Phone:** 9198541400  
**Email:** lhall@myersbigel.com  
**Correspondent Name:** Laura M. Kelley  
**Address Line 1:** P.O. Box 37428  
**Address Line 4:** Raleigh, NORTH CAROLINA 27627

<b>ATTORNEY DOCKET NUMBER:</b>	9379-1
<b>NAME OF SUBMITTER:</b>	Lyndsey D. Hall

**Total Attachments: 7**

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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 RESTATED CERTIFICATE OF "DSM PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 2002, AT 10 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

2440700 8100

020026506

AUTHENTICATION: 1561915

DATE: 01-16-02

FROM CORPORATION TRUST 302-655-5049

(TUE) 1.15'02 11:19/ST. 11:48 AM 01/15/2002  
STATE OF DELAWARE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 01/15/2002  
020026306 - 2440700

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DSM PHARMACEUTICALS, INC.**

Michael H. Thomas and William P. Bivins hereby certify that:

1. They are the President and Secretary, respectively, of DSM Pharmaceuticals, Inc., a Delaware corporation (the "Corporation").
2. The original Certificate of Incorporation of this Corporation was filed with the Secretary of State of Delaware on October 4, 1994 under the name of Fine Chemicals, Inc. The Certificate of Incorporation was amended and restated on October 12, 1994, was amended on May 10, 1995, was amended and restated on May 3, 1996 and was subsequently amended on June 18, 1997. On December 14, 2001, the Corporation's parent company, DSM Catalytic Pharmaceuticals, Inc. (the "Former Parent Corporation") was merged into the Corporation, with the Corporation designated as the surviving corporation, and the Corporation's name was changed to DSM Pharmaceuticals, Inc.
3. Effective December 15, 2000, the Former Parent Corporation acquired all of the issued and outstanding shares of stock of the Corporation, consisting of Common Stock and Preferred Stock, of which 25,000,000 shares of Common Stock and 20,000,000 shares of Preferred Stock had been authorized. The Preferred Stock was further divided into three series, Series A, Series B, and Series C. As a result of the acquisition, there were no issued and outstanding shares of stock of the Corporation except as held by the Former Parent Corporation.
4. All such shares of stock and/or other rights in connection with the Corporation having been acquired by the Former Parent Corporation, and the Former Parent Corporation having been merged into the Corporation effective December 17, 2001, the shareholder and board of directors of the Corporation have approved a reorganization of the shares of stock of the Corporation as hereinafter set forth.
5. Accordingly, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

**"ARTICLE 1**

The name of the Corporation is DSM Pharmaceuticals, Inc.

FROM CORPORATION TRUST 302-655-5049

(TUE) 1.15'02 11:19/ST. 11:08/NO. 4862069489 P 3

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, zip code 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The total number of shares of common stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

**ARTICLE V**

The Corporation shall have perpetual existence.

**ARTICLE VI**

The number of directors which will constitute the whole Board of Directors of the Corporation shall be as designated in the By-Laws of the Corporation.

**ARTICLE VII**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is authorized to make, alter, or repeal the by-laws of the corporation. Election of directors need not be by written ballot."

- 6. The foregoing Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors in accordance with Sections 242 and 245 of the Delaware General Corporation Law.

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FROM CORPORATION TRUST 302-655-5049

(TUE) 1.15'02 11:19/ST. 11:08/NO. 4862069489 P 4

- 7. The foregoing Amended and Restated Certificate of Incorporation has been duly approved by the written consent of the sole stockholder in accordance with Sections 242 and 245 of the Delaware General Corporation Law.
- 8. We further declare and certify under penalty of perjury under the laws of the State of Delaware that the facts set forth in the foregoing certificate are true and correct of our own knowledge, and that this Amended and Restated Certificate of Incorporation is our act and deed.

Executed this 7<sup>th</sup> day of January, 2002 at Greenville, North Carolina:

  
 Michael H. Thomas, President

  
 William P. Bivins, Secretary



# Delaware

PAGE 1

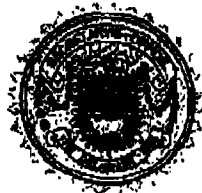
*The First State*

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 MERGER, WHICH MERGES:

"DSM CATALYTICA PHARMACEUTICALS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CATALYTICA PHARMACEUTICALS, INC." UNDER THE NAME OF "DSM PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 2001, AT 10 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

2440700 8100M

AUTHENTICATION: 1505487

010642989

DATE: 12-14-01



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 12/14/2003  
010642989 - 2440700

**CERTIFICATE OF MERGER**  
**Merging**  
**DSM CATALYTICA PHARMACEUTICALS, INC. (Delaware)**  
**Into**  
**CATALYTICA PHARMACEUTICALS, INC. (Delaware)**

The undersigned corporation organized and existing under and by virtue of the Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

Name	State of Incorporation
DSM Catalytica Pharmaceuticals, Inc.	Delaware
Catalytica Pharmaceuticals, Inc.	Delaware

**SECOND:** That a Plan of Reorganization and 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 251 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation of the merger is Catalytica Pharmaceuticals, Inc. which shall herewith be changed to DSM Pharmaceuticals, Inc.

**FORTH:** That the Certificate of Incorporation, as amended, of Catalytica Pharmaceuticals, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Plan of Reorganization and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is: Intersection of US264BP/US13/NC 11, Greenville, North Carolina.

**SIXTH:** That a copy of the Plan of Reorganization and Agreement of Merger has been furnished by the surviving corporation to its sole shareholder; and the surviving corporation, as sole shareholder of the merging corporation, will maintain a copy of the plan as set forth above.

SEVENTH: That this Certificate of Merger shall be effective as of the date of filing with the State of Delaware.

DATED this 10<sup>th</sup> day of December, 2001:

DSM PHARMACEUTICALS, INC.

By: Michael H. Thomas  
Michael H. Thomas, President

ATTEST:

By: T. Carlton Younger, Jr.  
T. Carlton Younger, Jr., Secretary