

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PharmaResearch Corporation		03/05/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Inveresk Research North Carolina Inc.
Street Address:	11000 Weston Parkway
City:	Cary
State/Country:	NORTH CAROLINA
Postal Code:	27513
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2107328	PHARMARESEARCH CORPORATION
Registration Number:	2107407	BRINGING SCIENCE TO DEVELOPMENT

CORRESPONDENCE DATA	
Fax Number:	(910)509-4789
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	9105094945
Email:	owen.lewis@inveresk.com
Correspondent Name:	Owen Lewis
Address Line 1:	1011 Ashes Drive
Address Line 4:	Wilmington, NORTH CAROLINA 28405

NAME OF SUBMITTER:	Owen Lewis
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State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER
FOREIGN AND DOMESTIC BUSINESS CORPORATION

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and one or more foreign business corporations.

1. The name of the surviving corporation is Inveresk Research North Carolina, Inc., a corporation organized under the laws of the State of North Carolina ; the name of the merged corporation is PharmaResearch Corporation, a corporation organized under the laws of the State of Delaware.
2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation (*check either a or b, as applicable*):
 - a. Shareholder approval was not required for the merger.
 - b. Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged corporation (*check either a or b, as applicable*):
 - a. Shareholder approval was not required for the merger.
 - b. Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
6. Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. (*Complete only if applicable – see instructions.*) The mailing address of the surviving foreign corporation is: _____ The surviving foreign corporation will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.
8. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This is the 3rd day of March, 2004.

Inveresk Research North Carolina, Inc.
Name of Corporation



Signature

Alastair S. McEwan, President
Type or Print Name and Title

Notes:

1. Filing fee is \$50. This document must be filed with the Secretary of State.
2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

PLAN AND AGREEMENT OF MERGER

OF

INVERESK RESEARCH NORTH CAROLINA, INC. (a North Carolina corporation)

AND

PHARMARESEARCH CORPORATION (a Delaware corporation)

providing for a merger of PharmaResearch Corporation
with and into Inveresk Research North Carolina, Inc.
in which Inveresk Research North Carolina, Inc.
is to be the surviving corporation.

THIS PLAN AND AGREEMENT OF MERGER, dated as of 31 December 2003, is by and between Inveresk Research North Carolina, Inc., a North Carolina corporation, and PharmaResearch Corporation, a Delaware corporation.

WHEREAS Inveresk Research North Carolina, Inc., is a North Carolina corporation with its principal place of business located at 11000 Weston Parkway, Cary, North Carolina 27513; and

WHEREAS the total number of shares of stock which Inveresk Research North Carolina, Inc. has authority to issue is 200,000 shares of common stock, par value of \$1.00; and

WHEREAS PharmaResearch Corporation is a Delaware corporation with its principal place of business located at 1011 Ashes Drive, Wilmington, North Carolina 28405; and

WHEREAS the total number of shares of stock which PharmaResearch Corporation has authority to issue is 20,000,000 shares of common stock, having a par value of \$0.01 each; and 5,010,512 shares of Class A preferred stock, having a par value of \$0.01 each; and 900,000 shares of Class B preferred stock, having a par value of \$0.00001 each; and

WHEREAS the respective boards of directors of Inveresk Research North Carolina, Inc. and PharmaResearch Corporation, by resolutions duly adopted in accordance with applicable law, have adopted, approved and declared advisable this Plan and Agreement of Merger;

NOW, THEREFORE, the parties agree as follows:

1. PharmaResearch Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the Business Corporation Act of the State of North Carolina (the "NCBCA"), be merged with and into a single corporation, Inveresk Research North Carolina, Inc., which shall be the surviving corporation from and after the effective time of the merger.

The separate corporate existence of PharmaResearch Corporation, shall cease at the effective time of the merger.

2. The Certificate of Incorporation of Inveresk Research North Carolina, Inc., as in effect immediately prior to the effective time of the merger, shall continue to be the Certificate of Incorporation of the surviving corporation, until thereafter amended as provided therein and in accordance with the requirements of the NCBCA.

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3. The by-laws of Inveresk Research North Carolina, Inc., as in effect immediately prior to the effective time of the merger, shall be the by-laws of the surviving corporation until thereafter amended as provided therein and in accordance with the requirements of the NCBCA.

4. The directors and officers of Inveresk Research North Carolina, Inc., immediately prior to the effective time of the merger shall be the directors and officers of the surviving corporation, and all of them shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued and outstanding share of the capital stock of PharmaResearch Corporation shall, at the effective time of the merger, be converted into one share of the common stock, par value \$1.00 per share, of the surviving corporation. Each share of capital stock of Inveresk Research North Carolina, Inc. that remains issued and outstanding immediately prior to the effective time of the merger shall continue to remain outstanding and unchanged.

6. The boards of directors and the officers of the respective merging corporations and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

7. The effective time of the merger shall be the time of the filing of this Agreement and Plan of Merger with the Secretary of State. For the internal accounting purposes of the merging corporations, the effective time shall be December 31, 2003.

8. This Plan and Agreement of Merger has been approved and adopted by PharmaResearch Corporation, by action of its board of directors and by the affirmative vote of the holders of at least a majority of the issued and outstanding shares of capital stock entitled to vote thereon, in accordance with the requirements of the DGCL.

9. This Plan and Agreement of Merger has been adopted by the board of directors of Inveresk Research North Carolina, Inc., and approved by the shareholders of Inveresk Research North Carolina, Inc., in accordance with the requirements of the NCBCA.

10. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger provided for herein, including any suit or other proceeding to enforce the right of any stockholders as determined in appraised proceedings pursuant to Section 262 of the DGCL and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or proceedings. The address to which a copy of such process shall be mailed by the Secretary of State is:

Inveresk Research North Carolina, Inc.
11000 Weston Parkway
Cary, NC 27513
Attn: Company Counsel

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11. This Plan and Agreement of Merger may be executed in two or more counterparts, each of which, when so executed, shall be deemed an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: March 3, 2004


Inveresk Research North Carolina, Inc.

By: 

Alastair McEwan, President

Dated: March 3, 2004

PharmaResearch Corporation

By: 

Alastair McEwan, Secretary

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