

**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>	MERGER
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AVENTIS PHARMACEUTICALS INC.		12/28/2001	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	HMR PHARMA INC.
<b>Street Address:</b>	3711 Kennett Pike
<b>Internal Address:</b>	Suite 200
<b>City:</b>	Greenville
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19807
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
<b>Serial Number:</b>	78519831	

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(908)231-2626
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	908-231-3180
<b>Email:</b>	susan.chwatmyers@aventis.com
<b>Correspondent Name:</b>	Margaret H. Bitler
<b>Address Line 1:</b>	Route #202-206 North / Box 6800
<b>Address Line 2:</b>	(Mail Stop: BW-D-335)
<b>Address Line 4:</b>	Bridgewater, NEW JERSEY 08807

<b>ATTORNEY DOCKET NUMBER:</b>	A3986A NASACARE
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<b>NAME OF SUBMITTER:</b>	Margaret H. Bitler
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Total Attachments: 3  
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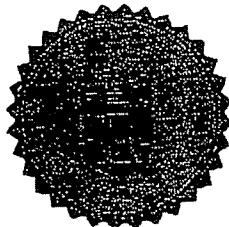
# Delaware

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AVENTIS PHARMACEUTICALS INC.", A DELAWARE CORPORATION, WITH AND INTO "EMR PHARMA, INC." UNDER THE NAME OF "EMR PHARMA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1677059

DATE: 03-20-02  
TRADEMARK

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REEL: 002980 FRAME: 0629

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**AVENTIS PHARMACEUTICALS INC.**  
(a Delaware corporation)

**INTO**

**HMR PHARMA, INC.**  
(a Delaware corporation)

HMR Pharma, Inc., a corporation organized and existing under the laws of Delaware ("HMR Pharma") does hereby certify that:

**FIRST:** HMR Pharma was incorporated on December 17, 1996 pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** HMR Pharma is the owner of a majority of the Issued and outstanding shares of stock of Aventis Pharmaceuticals Inc. ("API").

**THIRD:** HMR Pharma, by the following resolutions, duly adopted by the unanimous written consent of all of the members of the Board of Directors dated December 28, 2001, authorized the merger:

**RESOLVED,** that the Plan of Merger between HMR Pharma and API, a copy of which has been presented to and reviewed by the Board of Directors of HMR Pharma, providing for the merger of API into HMR Pharma, be and the same hereby is approved and adopted; and

**RESOLVED,** that the merger shall be effective December 28, 2001.

**FURTHER RESOLVED,** that the proper officers of HMR Pharma be and hereby are authorized and directed to execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge API into HMR Pharma and for HMR Pharma to assume the liabilities and obligations of API, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds

of New Castle County, and to file such other documents and do all acts and things necessary, whether within or without the State of Delaware, which may be necessary and proper to effect said merger.

**IN WITNESS WHEREOF**, said Corporation has caused this Certificate to be executed by its President on this 28<sup>th</sup> day of December 2001.

HMR PHARMA, INC.

By:   
Philip R. Ridolfi, President