

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AVENTIS PHARMACEUTICALS INC.		12/31/2001	CORPORATION:

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78081810	ONE WITH BREAKFAST OS-CAL ONE WITH DINNER

CORRESPONDENCE DATA

Fax Number: (908)231-2626
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 908-231-2626
 Email: susan.chwatmyers@aventis.com
 Correspondent Name: Susan Chwat-Myers
 Address Line 1: Route #202-206 North
 Address Line 2: (Mail Stop: BW-D-335)
 Address Line 4: Bridgewater, NEW JERSEY 08807-0800

NAME OF SUBMITTER:	Susan Chwat-Myers
Signature:	/susan chwat-myers/

CH \$40.00 78081810

Date:

02/25/2005

Total Attachments: 3

source=API to HMR#page1.tif

source=API to HMR#page2.tif

source=API to HMR#page3.tif

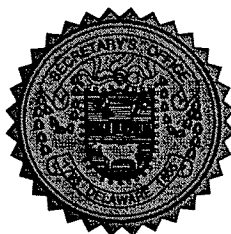
Delaware

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 "HMR PHARMA, INC." UNDER THE NAME OF "HMR 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.



0613109 8100M

020183645

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1677059

DATE: 03-20-02

TRADEMARK
REEL: 003034 FRAME: 0682

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 28th day of December 2001.

HMR PHARMA, INC.

By: 
Philip P. Ridolfi, President