

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Merger/Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fujisawa Healthcare, Inc.		04/01/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Astellas US Holding, Inc. [formerly Yamanouchi U.S. Holding Inc.]
Street Address:	Three Parkway North
City:	Deerfield
State/Country:	ILLINOIS
Postal Code:	60015-2548
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	936477	ARISTO-PAK
Registration Number:	653318	ARISTOCORT
Registration Number:	670145	ARISTOCORT
Registration Number:	1143876	ARISTOCORT A
Registration Number:	1226422	ARISTOCORT A
Registration Number:	2771346	COMMITTED TO CARDIOLOGY
Registration Number:	2790739	COMMITTED TO HER HEART
Registration Number:	1024480	CYCLOCORT
Registration Number:	2849427	
Registration Number:	2913865	DERMATOLOGY TRENDS
Registration Number:	2236920	DURACLON
Registration Number:	2575879	
Serial Number:	78161460	THE ECZEMA BEAST
Registration Number:	2289702	TRANSPLANT TRENDS

CH \$515.00 936477

Registration Number:	2609290	WORKING & WINNING
Registration Number:	2609316	WORKING & WINNING
Serial Number:	78482383	PATH ALLIANCE
Serial Number:	78360867	ACZONE
Serial Number:	78190089	APPLES
Serial Number:	78360854	A-DAP

CORRESPONDENCE DATA

Fax Number: (312)616-5700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-616-5652
Email: lsullivan@leydig.com
Correspondent Name: Lynn A. Sullivan
Address Line 1: Two Prudential Plaza, 180 N. Stetson
Address Line 2: Suite 4900
Address Line 4: Chicago, ILLINOIS 60601-6780

NAME OF SUBMITTER:	Lynn A. Sullivan
Signature:	/Lynn A. Sullivan/
Date:	04/20/2005

Total Attachments: 5
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Delaware

PAGE 1

The First State

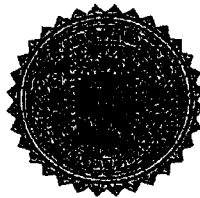
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FUJISAWA HEALTHCARE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "YAMANOUCHI U.S. HOLDING INC." UNDER THE NAME OF "ASTELLAS US HOLDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2005, AT 9:15 O'CLOCK A.M.

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

3629700 8100M

050264933



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3782677

DATE: 04-01-05

TRADEMARK
REEL: 003069 FRAME: 0592

CERTIFICATE OF MERGER
OF
FUJISAWA HEALTHCARE, INC.
INTO
YAMANOUCHI U.S. HOLDING INC.

Pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, the undersigned corporation hereby certifies as follows:

- (1) The name and state of incorporation of each of the constituent corporations is:
 - (a) Fujisawa Healthcare, Inc., a Delaware corporation; and
 - (b) Yamanouchi U.S. Holding Inc., a Delaware corporation.
- (2) An Agreement and Plan of Merger, dated March 15, 2005, has been approved, adopted, certified, executed and acknowledged by Fujisawa Healthcare, Inc. and Yamanouchi U.S. Holding Inc. in accordance with the provisions of Section 251, subsection (c) of the Delaware General Corporation Law.
- (3) The name of the surviving corporation is Yamanouchi U.S. Holding Inc. which will continue its existence as said surviving corporation under the name Astellas US Holding, Inc. upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
- (4) The Certificate of Incorporation of Yamanouchi U.S. Holding Inc., as now in force and effect, shall be amended and restated as set forth in Exhibit A hereto pursuant to the provisions of the Delaware General Corporation Law.
- (5) The executed Agreement and Plan of Merger is on file at the principal place of business of Yamanouchi U.S. Holding Inc. to be located at Three Parkway North, Deerfield, IL, 60015-2548.
- (6) A copy of the Agreement and Plan of Merger will be furnished by Yamanouchi U.S. Holding Inc. on request and without cost to any stockholder of Yamanouchi U.S. Holding Inc. or Fujisawa Healthcare, Inc.
- (7) The effective time of the Merger shall be the time of filing of this Certificate with the Secretary of State of the State of Delaware.

S11-1, Certificate of Merger for Merger of FHI and YUH
ny-620231

MAR. 31. 2005 6:28PM

NO. 4766 P. 14

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer this 1st day of April, 2005

YAMANOUCHI U.S. HOLDING INC.

By:

S. Nozaki
Name: Satoshi Nozaki
Title: Secretary

ny-620231
S11-1, Certificate of Merger for Merger of FHI and YUH

TRADEMARK
REEL: 003069 FRAME: 0594

EXHIBIT A

AMENDED AND RESTATED

Certificate of Incorporation

of

YAMANOUCHI U.S. HOLDING Inc.

It is hereby certified that:

1. The present name of the corporation is Yamanouchi U.S. Holding Inc. (the "Corporation").
2. The Corporation was originally incorporated under the name Yamanouchi U.S. Holding Inc. on February 26, 2003 by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware.
3. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 228, Section 242 and Section 245 of the General Corporation Law of Delaware.
4. The certificate of incorporation of the Corporation is hereby amended and restated to read in its entirety as set forth in the attached Exhibit A.

Executed as of April 1, 2005

By: S. Nozaki
Name: Satoshi Nozaki
Title: Secretary

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ASTELLAS US HOLDING, INC.**

ARTICLE I

The name of this corporation is Astellas US Holding, Inc. (the "Corporation").

ARTICLE II

The registered agent and the address of the registered office in the State of Delaware are the Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Laws of the State of Delaware (the "DGCL").

ARTICLE IV

The total number of shares of capital stock that this Corporation is authorized to issue is five thousand (5,000) of which all shares shall be common stock having a par value of \$0.01 per share ("Common Stock").

ARTICLE V

The Board of Directors is authorized to adopt, amend or repeal the Bylaws of the Corporation. Election of directors need not be by ballot.

ARTICLE VI

The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

ny-620231

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