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04-15-2005

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

RECORDATION FORM COVER: TRADEMARKS ON



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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the

1. Name of conveying party(ies):
Les Laboratoires Aeterna Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Aeterna Zentaris Inc.
Internal _____
Address: _____
Street Address: 1405 Parc-Technologique Blvd
City: Quebec, Canada State: _____ Zip: G1P 4P5

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Canada
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 5-28-2004

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,029,428

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Thomas W. Brooke
 Internal Address: Holland & Knight LLP
Suite 100

 Street Address: 2099 Pennsylvania Avenue, NW

 City: Washington State: DC Zip: 20006

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
 Carolyn Felter _____
 Name of Person Signing

4-6-2005

 Date

Total number of pages including cover sheet, attachments, and document: 4

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(40.00 DP)

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



Industry Canada

Industrie Canada

**Certificate
of Amendment**
**Canada Business
Corporations Act**
**Certificat
de modification**
**Loi canadienne sur
les sociétés par actions**

AETERNA ZENTARIS INC.

264271-9

 Name of corporation-Dénomination de la société

 Corporation number-Numéro de la société

 I hereby certify that the articles of the
above-named corporation were amended:

 Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- | | |
|---|---|
| <p>a) under section 13 of the <i>Canada Business Corporations Act</i> in accordance with the attached notice,</p> <p>b) under section 27 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of amendment designating a series of shares;</p> <p>c) under section 179 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of amendment;</p> <p>d) under section 191 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of reorganization;</p> | <p><input type="checkbox"/> a) en vertu de l'article 13 de la <i>Loi canadienne sur les sociétés par actions</i>, conformément à l'avis ci-joint,</p> <p><input type="checkbox"/> b) en vertu de l'article 27 de la <i>Loi canadienne sur les sociétés par actions</i>, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;</p> <p><input checked="" type="checkbox"/> c) en vertu de l'article 179 de la <i>Loi canadienne sur les sociétés par actions</i>, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;</p> <p><input type="checkbox"/> d) en vertu de l'article 191 de la <i>Loi canadienne sur les sociétés par actions</i>, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;</p> |
|---|---|

Director - Directeur

May 28, 2004 / le 28 mai 2004

Date of Amendment - Date de modification



Industry Canada
Canada Business
Corporations Act

Industrie Canada
Loi canadienne sur les
sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

FORMULAIRE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 - Name of the Corporation - Dénomination sociale de la société LES LABORATOIRES AETERNA INC. - AETERNA LABORATORIES INC.	2 - Corporation No. - N° de la société 264271-9
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3 - The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante

- (i) to change its name to AETERNA ZENTARIS INC.
- (ii) to create a new class of shares, being an unlimited number of Common Shares and to add the rights, privileges, restrictions and conditions attaching to the new class of Common Shares, the whole as set out in the annexed Schedule I which is incorporated in this form;
- (iii) to exchange each issued and outstanding Subordinate Voting Share into one Common Share;
- (iv) to cancel the Subordinate Voting Shares as a class, together with all authorized and unissued Subordinate Voting Shares as well as the rights, privileges, restrictions and conditions attaching to the Subordinate Voting Shares;
- (v) to cancel the Multiple Voting Shares as a class, together with all authorized and unissued Multiple Voting Shares as well as the rights, privileges, restrictions and conditions attaching to the Multiple Voting Shares, and so that the authorized share capital of the Corporation shall now consist of
 - an unlimited number of Common Shares;
 - an unlimited number of First Preferred Shares, issuable in series; and
 - an unlimited number of Second Preferred Shares, issuable in series.

Signature 	Printed Name - Nom en lettres majuscules Mario Paradis	4 - Capacity of - En qualité de Corporate Secretary	5 - Tel. No. - N° de tél. (418)652-8525
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FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT

MAY 31 2004

SCHEDULE 1**TO THE ARTICLES OF AMENDMENT OF
ÆTERNA LABORATORIES INC.**

The authorized share capital of Æterna Laboratories Inc. (the "Corporation") shall consist of an unlimited number of Common Shares, an unlimited number of First Preferred Shares, issuable in series, and an unlimited number of Second Preferred Shares, issuable in series. The rights, privileges, restrictions and conditions attaching to each class of shares are as follows:

**ARTICLE 1
COMMON SHARES**

- 1.1 Voting Rights. The holders of the Common Shares shall be entitled to one (1) vote for each Common Share held by them at all meetings of shareholders, except meetings at which only shareholders of a specified class of shares are entitled to vote.
- 1.2 Dividend Rights. Subject to section 2.3 hereof, the holders of the Common Shares shall be entitled to receive such dividends as are declared by the Board of Directors of the Corporation on the Common Shares.
- 1.3 Liquidation Rights. The holders of the Common Shares shall be entitled to receive, subject to the other provisions hereof, the remaining property of the Corporation upon any liquidation, dissolution or winding-up of the affairs of the Corporation, whether voluntary or involuntary.

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