

FORM PTO-1594

(Rev. 10/02)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0027 (exp. 6/30/2005)

TRADEMARKS ONLY

U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

**1. Name of conveying party(ies):**

UCB Pharma, Inc.

Individual Association  
 General Partnership Limited Partnership  
 XX Corporation  
 Other

Citizenship - Delaware

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

**2. Name and address of receiving party(ies):**

Name: UCB, Inc.  
 Address: 1950 Lake Park Drive, Atlanta, GA 30080

Individual Association  
 General Partnership Limited Partnership  
 XX Corporation  
 Other

Citizenship - Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: No

(Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached? No

**3. Nature of conveyance:**

Assigns the entire interest and goodwill  
 Merger  
 Security Agreement  
 XX Change of Name  
 Change of Assignee Address

Execution Date: December 31, 2005

**4. Application number(s) or registration number(s):**

A. Trademark Application No.(s)  
 78/531,995

B. Trademark Registration No.(s)

Additional numbers attached? No

**5. Name and address of party to whom correspondence concerning document should be mailed:**

Name: WENDEROTH, LIND & PONACK, L.L.P.  
 Internal Address: Nils E. Pedersen  
 Street Address: 2033 K Street, N.W., Suite 800  
 City: Washington, State: DC ZIP: 20006-1021

**6. Total number of applications and registrations involved:** 1

**7. Total fee (37 C.F.R. 2.6(b)(6) & § 3.41):** ..... \$40

Enclosed Check No. \_\_\_\_\_  
 XX Authorized to be charged to deposit account

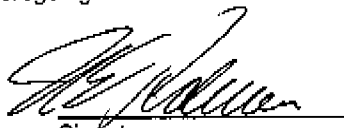
**8. Deposit account number:** 23-0975

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

**9. Statement and signature:**  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Nils E. Pedersen  
 Name of Person Signing

  
 Signature

April 17, 2006  
 Date

**Total number of pages including cover sheet, attachments, and document: 5**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450.

CH \$40.00 230975 78531995

# Delaware

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## 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:

"CELLTECH PHARMACEUTICALS, INC.", A DELAWARE CORPORATION,  
"UCB PHIP, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "UCB PHARMA, INC." UNDER THE NAME OF "UCB, 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. 2005, AT 4:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 11:59 O'CLOCK P.M.

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



2138606 8100M

051067993

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4410382

DATE: 12-29-05  
TRADEMARK  
REEL: 003292 FRAME: 0391

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:56 PM 12/28/2005  
FILED 04:57 PM 12/28/2005  
SRV 051057993 - 2138606 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**UCB PHIP, INC. and CELLTECH PHARMACEUTICALS, INC.**

**with and into**

**UCB PHARMA, INC.**

**(Under Section 253 of the General Corporation Law of Delaware)**

Pursuant to Section 253 of the General Corporation Law of Delaware, UCB Pharma, Inc., a corporation incorporated on September 23, 1987 under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** That UCB Phip, Inc. ("Phip") was incorporated in the State of Delaware on October 2, 1998

**SECOND:** That Celltech Pharmaceuticals, Inc. ("Celltech"; Phip and Celltech hereinafter referred to jointly as the "Subsidiaries") was incorporated in the State of Delaware on January 27, 1998.

**THIRD:** That the Corporation is the sole shareholder and owns One Hundred Percent (100%) of the issued and outstanding capital stock of each of the Subsidiaries.

**FOURTH:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent dated December 28, 2005, determined to merge the Subsidiaries into the Corporation pursuant to and in the manner prescribed by Section 253 of the General Corporation Law of the State of Delaware:

*Merger of UCB Phip, Inc. and Celltech Pharmaceuticals, Inc. into the Corporation*

WHEREAS, the Corporation lawfully owns all of the issued and outstanding capital stock of (i) UCB Phip, Inc., a Delaware corporation, and (ii) Celltech Pharmaceuticals, Inc., a Delaware corporation, (collectively, the "Subsidiaries");

WHEREAS, pursuant to Section 253 of the General Corporation Law of Delaware, the Corporation desires to have the Subsidiaries merge into the Corporation, and to be possessed of all the estate, property, rights, privileges, and franchises of the Subsidiaries;

WHEREAS, the Corporation intends and desires to have the merger contemplated by this written consent qualify under the internal revenue laws as a tax-free reorganization under Internal Revenue Code Section 332 or Section 368; and

WHEREAS, the Corporation desires to change its name to "UCB, Inc." in connection with the merger of the Subsidiaries into the Corporation;

**TRADEMARK**

**REEL: 003292 FRAME: 0392**

NOW THEREFORE, BE IT RESOLVED, by the Board of Directors, that the Corporation merge said Subsidiaries into the Corporation and assume all of the liabilities and obligations of the Subsidiaries;

FURTHER RESOLVED, by the Board of Directors, that, in connection with such merger, the Corporation change its name to "UCB, Inc."; and

FURTHER RESOLVED, by the Board of Directors, that Jeffrey Fasy, as Treasurer, Richard J. Paris, Jr., as Secretary, or any other Officer of the Corporation, be and hereby are authorized, empowered, and directed, acting singly or jointly, to make, execute, and deliver for and on behalf of the Corporation any and all documents, agreements, certificates, affidavits, and instruments, including, with out limitation, a Certificate of Ownership and Merger attached hereto as Exhibit "B", to pay any and all filing or other fees with the Secretary of State of the State of Delaware or any other governmental body or agency, and to take all such further action as such person may deem necessary or proper or convenient or desirable on behalf of the Corporation to effectuate the merger of the Subsidiaries into the Corporation as a tax-free reorganization under Internal Revenue Code Section 332 or Section 368.

**FIFTH:** That the Corporation's Certificate of Incorporation shall be amended as follows:

Article FIRST, setting forth the name of the Corporation, shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is UCB, Inc."

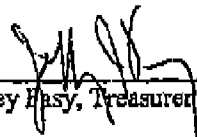
**SIXTH:** That the merger and name change provided for herein shall become effective as of December 31, 2005 at 11:59 P.M. (EST).

*[Signatures follow on the next page.]*

*[Signatures begin and end on this page.]*

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this Certificate of Ownership and Merger to be signed by an authorized officer this 29th day of December, 2005.

UCB PHARMA, INC.

By:   
Jeffrey Hasy, Treasurer

ATTEST:

By:   
Richard J. Paris, Jr., Secretary