

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1992

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Langford Inc.		12/31/1992	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Cyanamd Canada Inc.
Street Address:	88 McNabb Street
City:	Markham, Ontario
State/Country:	CANADA
Postal Code:	L3R6E6
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1547012	PRESPONSE

CORRESPONDENCE DATA

Fax Number: (973)660-7978
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 973-660-7693
 Email: greendl@wyeth.com
 Correspondent Name: Wyeth
 Address Line 1: Five Giralda Farms
 Address Line 2: Linda Greendyk
 Address Line 4: Madison, NEW JERSEY 07940

DOMESTIC REPRESENTATIVE

Name:
 Address Line 1:
 Address Line 2:

CH \$40.00 1547012

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Linda Greendyk

Signature:

/Linda Greendyk/

Date:

06/20/2006

Total Attachments: 10

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Ministry of
Consumer and
Commercial
Relations

CERTIFICATE

This is to certify that these
articles are effective on

Ministère de
la Consommation
et du Commerce
CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario

1013268

DECEMBER 31 DÉCEMBRE, 1992

W. D. Hill

Director / Directeur
Business Corporations Act / Loi de sur les compagnies

Trans Code A 18	Line No. 0 20	Stat. 0 28	Comp Type A 29	Method Incorp 3 30	Share S 31
Notice Req'd N 32	Jurisdiction ONTARIO 33			A 37	

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act,
1982

Formule
numéro 4
Loi de 1982
sur les
compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

CYANAMID CANADA INC.

2. The address of the registered office is: *Adresse du siège social:*

88 McNabb Street

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Markham, Ontario

L 3 R 6 E 6
(Postal Code)
(Code Postal)

(Name of Municipality, or Post Office)
Nom de la municipalité ou du bureau de poste

Town of Markham

in the
dans le/la

Regional Municipality of York

(Name of Municipality,
Geographical Township)
*(Nom de la municipalité,
du canton)*

(County, District, Regional
Municipality)
*Comté, district, municipalité
régionale)*

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

A minimum of 1 and a maximum of 10.

4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname
Prénom, initiales et nom de famille

Residence address, giving Street & No. or R.R.
No., Municipality and Postal Code
*Adresse personnelle, y compris la rue et le
numéro, le numéro de la R.R. ou le nom de la
municipalité et le code postal*

Resident
Canadian
State
Yes or No
*Résident
Canadien
Oui/Non*

Continued on next page

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DIRECTORS

4. The directors are:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Gary E. Carlson	8 Heatherwood Crescent Unionville, Ontario L3R 8W7	No
Edward A. Christie	33 Alamosa Drive Willowdale, Ontario M2J 2N6	Yes
James M. Thibault	8 Lia Crescent Don Mills, Ontario M3A 1M7	Yes

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 175(4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 175(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 176 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 176 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

CYANAMID CANADA INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
CYANAMID CANADA INC.	40437	December 30, 1992
LANGFORD INC.	648802	December 30, 1992

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

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None

7. The classes and any maximum number of shares that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The corporation is authorized to issue:

- (a) an unlimited number of class A preference shares; and
- (b) an unlimited number of class B common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

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The class A preference shares and class B common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

Dividends:

The holders of the class A preference shares shall be entitled to receive non-cumulative preferential dividends at the rate of \$5.00 per share per annum, and no more, payable out of the surplus earnings or net profits of the company as and when declared by the board of directors. If and when in any calendar year the full dividends of \$5.00 per share shall have been declared and paid to, or set apart for, the holders of the class A preference shares, then the holders of the class B common shares of the company shall be entitled to receive such dividends out of the remaining surplus earnings or net profits of the company, as the board of directors may in such calendar year declare.

Redemption:

The class A preference shares shall be subject to redemption in whole or in part at any time after issuance pursuant to the provisions of the Business Corporations Act or any Act in amendment thereof or in substitution therefor in which case the company shall call such shares to be redeemed upon 30 days' notice by mail to the holders of record thereof and may redeem such shares by paying for each share thereof \$100.00 in cash and in addition thereto any declared but unpaid dividends thereon. If less than all of the class A preference shares outstanding are called then the shares called shall be selected pro rata.

Distribution:

Upon any dissolution or liquidation or distribution of the capital of the company after payment of \$100.00 per share together with any declared but unpaid dividends thereon and no more to the holders of the class A preference shares the remaining assets shall be divided and paid to the holders of the class B common shares according to their respective holdings thereof.

Voting:

The holders of the class A preference shares shall have the right to vote on any by-law affecting the preferences, priorities, privileges, limitations and conditions of the class A preference shares and shall have 1 vote for each class A preference share held by them, but shall not be otherwise entitled to vote at any shareholders' meeting, except as required by the Business Corporations Act. The holders of the class B common shares shall be entitled to 1 vote for each class B common share held at all meetings of the shareholders, except meetings at which only holders of another specified class of shares are entitled to vote.

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9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

No share or shares of the corporation shall at any time be transferred to any person, without either (a) the consent of a majority of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (b) the consent of the holders of not less than 51% of the outstanding shares of each class of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by such shareholders.

10. Other provisions, (if any): *Autres dispositions, s'il y a lieu.*

- A. The number of shareholders of the corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- B. Any invitation to the public to subscribe for securities of the corporation is prohibited.
- C. For the purpose of The Special Corporate Powers Act of the Province of Quebec and without in any way limiting the powers conferred upon the corporation and its directors by section 176 of the Business Corporations Act, the corporation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, may hypothecate, mortgage, pledge, or cede and transfer, any property, movable or immovable, present or future, which it may own in the province of Quebec.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A". *Les déclarations exigées aux termes du paragraphe 177 (2) de la Loi sur les compagnies constituent l'annexe "A".*
12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". *Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

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These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

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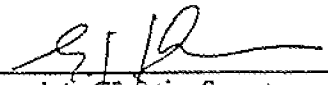
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

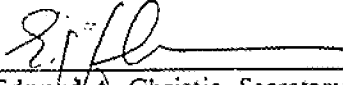
CYANAMID CANADA INC.

LANGFORD INC.

By:


Edward A. Christie, Secretary

By:


Edward A. Christie, Secretary

TRADEMARK

REEL: 003334 FRAME: 0013

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
BUSINESS CORPORATIONS ACT

I, Edward A. Christie, of the City of North York in the Municipality of Metropolitan Toronto, Ontario, certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the Business Corporations Act (the "Act"), and intended to be attached to the articles of amalgamation of Cyanamid Canada Inc. and Langford Inc., the corporations amalgamating and continuing as Cyanamid Canada Inc. (the "Amalgamated Corporation").
2. I am the Secretary and a director of Cyanamid Canada Inc. and as such have knowledge of its affairs.
3. I am the Secretary of Langford Inc. and as such have knowledge of its affairs.
4. I have conducted such examinations of the books and records of Cyanamid Canada Inc. and Langford Inc. (the "Amalgamating Corporations") as are necessary to enable me to make the statements set forth in this statement.
5. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) there are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.

This statement is made this 30th day of December, 1992.



Edward A. Christie

SCHEDULE "B"

CYANAMID CANADA INC.

DIRECTOR'S RESOLUTION

WHEREAS the Corporation and its wholly-owned subsidiary Langford Inc. have decided to amalgamate pursuant to subsection 177(1) of the Business Corporations Act;

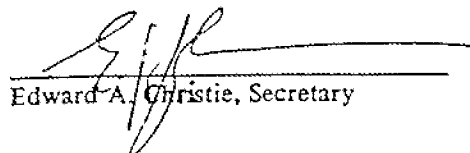
NOW THEREFORE BE IT RESOLVED THAT

1. The amalgamation, effective as of 11:59 p.m. December 31, 1992, of the Corporation and Langford Inc. under the Business Corporations Act pursuant to subsection 177(1) thereof, is approved;
2. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Business Corporations Act, all shares of the capital of Langford Inc. including all shares which have been issued and are outstanding at this date, are cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of continuance of the Corporation;
4. No securities shall be issued by the amalgamated corporation in connection with the amalgamation; and
5. Any officer or director of the Corporation, is authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

* * *

The undersigned certifies that the foregoing is a true and complete copy of a resolution which was consented to by all the directors of Cyanamid Canada Inc. on the 30th day of December, 1992, and that the said resolution is in full force and effect, unamended at this date.

DATED as of the 30th day of December, 1992.


Edward A. Christie, Secretary

SCHEDULE "B"

LANGFORD INC.

DIRECTORS' RESOLUTION

WHEREAS the Corporation is a wholly-owned subsidiary of and has decided to amalgamate with Cyanamid Canada Inc. pursuant to subsection 177(1) of the Business Corporations Act;

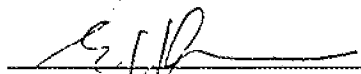
NOW THEREFORE BE IT RESOLVED THAT

1. The amalgamation, effective as of 11:59 p.m. December 31, 1992, of the Corporation and Cyanamid Canada Inc. under the Business Corporations Act pursuant to subsection 177(1) thereof, is approved;
2. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Business Corporations Act, all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at this date, are cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of continuance of Cyanamid Canada Inc.;
4. No securities shall be issued by the amalgamated corporation in connection with the amalgamation; and
5. Any officer or director of the Corporation is authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

* * *

The undersigned certifies that the foregoing is a true and complete copy of a resolution which was consented to by all the directors of Langford Inc. on the 30th day of December, 1992, and that the said resolution is in full force and effect, unamended at this date.

DATED as of the 30th day of December, 1992.


Edward A. Christie, Secretary

TRADEMARK