

FORM PTO-1594

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2006)

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
 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
 Corporation
 Other

Citizenship - Delaware

3. Nature of conveyance:

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

Execution Date: December 31, 2005

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

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

A. Trademark Application No.(s)
78/635,879; 78/730,676; 78/635,949

B. Trademark Registration No.(s)
2,415,414

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: 4

7. Total fee (37 C.F.R. 2.6(b)(6) & § 3.41):\$115

Enclosed Check No. _____
 Authorized to be charged to deposit account

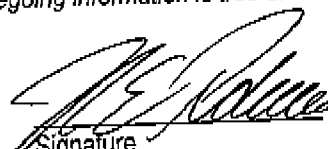
8. Deposit account number: 23-0975

(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

August 11, 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.

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:

"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: 003368 FRAME: 0336

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:56 PM 12/28/2005
FILED 04:57 PM 12/28/2005
SRV 051067993 - 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;

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."

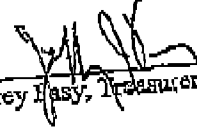
SIXTH: That the merger and name change provided for herein shall become effective as of December 31, 2005 at 11:59 P.M. (EST).

[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 28th day of December, 2005.

UCB PHARMA, INC.

By: 
Jeffrey Hasy, Treasurer

ATTEST:

By: 
Richard A. Paris, Jr., Secretary

UCB45212A