

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sankyo Pharma Inc.		03/31/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Daiichi Sankyo, Inc.		
<b>Street Address:</b>	Two Hilton Court		
<b>City:</b>	Parsippany		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07054		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2506257	WELCHOL TABLETS COLESEVELAM HCL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)662-6291		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2026625188		
<b>Email:</b>	trademarks@cov.com		
<b>Correspondent Name:</b>	Bingham B. Leverich, Esq.		
<b>Address Line 1:</b>	1201 Pennsylvania Avenue, N.W.		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20004		
<b>ATTORNEY DOCKET NUMBER:</b>	029765.01044		
<b>NAME OF SUBMITTER:</b>	Cheryl L. Fountain/Paralegal Specialist		
<b>Signature:</b>	/cheryllfountain/		
<b>Date:</b>	12/01/2006		

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Total Attachments: 3

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# Delaware

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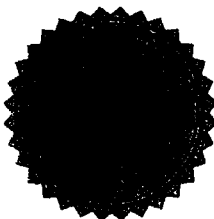
*The First State*

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 RESTATED CERTIFICATE OF "SANKYO PHARMA INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 5 O'CLOCK P.M.

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

2675816 8100

060308348



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4637749

DATE: 03-31-06

TRADEMARK  
REEL: 003437 FRAME: 0287

**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**SANKYO PHARMA INC.**

It is hereby certified that:

1. The present name of the corporation is Sankyo Pharma Inc. (the "Corporation").
2. The Corporation was originally incorporated under the name Sankyo Pharma Inc. on October 22, 1996 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 Sections 228, 242 and 245 of the Delaware General Corporation Law.
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 March 31, 2006

By 

Name: Craig B. Bleifer  
Title: Secretary

Merger Three: DPH into SPI  
ny-681211

Exhibit A

**FIRST:** The name of the Corporation is **DAICHI SANKYO, INC.**

**SECOND:** The registered office of the Corporation in the State of Delaware is at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, and its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**FOURTH:** The total number of shares of stock which the Corporation is authorized to issue is 200 shares of Common Stock, without par value, all of which shall be of the same class. Each holder thereof shall be entitled to one vote at all meetings of stockholders for each share of such stock standing in his name on the books of the Corporation on the record date fixed for such meeting.

**FIFTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by the Delaware General Corporation Law as the same exists or may hereafter be amended.

**SIXTH:** The Board of Directors of the Corporation without the assent or vote of the stockholders shall have the power to adopt alter, amend or repeal the By-Laws of the Corporation

**SEVENTH:** The Corporation reserves the right to amend, alter, change or repeal any provision set forth in this Certificate of Incorporation in the manner now or hereafter prescribed by law.

Merger Three: DPH into SPI  
ny-081211