

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Change of Name Effective November 3, 2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Merck & Co., Inc.		11/02/2009	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Merck Sharp & Dohme Corp.
Street Address:	One Merck Drive
City:	Whitehouse Station
State/Country:	NEW JERSEY
Postal Code:	08889-0100
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 188

Property Type	Number	Word Mark
Registration Number:	108566	MERCK
Registration Number:	387763	ARAMINE
Registration Number:	563020	HYDROCORTONE
Registration Number:	598404	COGENTIN
Registration Number:	676884	DIURIL
Registration Number:	758725	INDOCIN
Registration Number:	764209	ALDORIL
Registration Number:	771056	MINTEZOL
Registration Number:	817467	OCUMETER
Registration Number:	861273	MERUVAX
Registration Number:	887025	ATTENUVAX
Registration Number:	922205	MSD
Registration Number:	951746	M-M-R
Registration Number:	977144	BLOCADREN

CH \$4715.00 108566

Registration Number:	979811	SINEMET
Registration Number:	991835	MUMPSVAX
Registration Number:	1024085	PNEUMOVAX
Registration Number:	1051094	LODOSYN
Registration Number:	1051684	CLINORIL
Registration Number:	1062606	TIMOLIDE
Registration Number:	1297360	PRIMAXIN
Registration Number:	1338762	RECOMBIVAX HB
Registration Number:	1339981	NOROXIN
Registration Number:	1340022	VARIVAX
Registration Number:	1373383	PEPCID
Registration Number:	1400887	PRINIVIL
Registration Number:	1403736	MEVACOR
Registration Number:	1456076	PRINZIDE
Registration Number:	1457984	ZOCOR
Registration Number:	1473868	MECTIZAN
Registration Number:	1546049	PROSCAR
Registration Number:	1610999	PEDVAXHIB
Registration Number:	1631271	MSD MERCK SHARP DOHME
Registration Number:	1638849	
Registration Number:	1655921	
Registration Number:	1665405	CHIBROXIN
Registration Number:	1692342	TRUSOPT
Registration Number:	1704094	BLOCADREN
Registration Number:	1710682	FOSAMAX
Registration Number:	1745047	STROMECTOL
Registration Number:	1747082	
Registration Number:	1749211	ZOCOR
Registration Number:	1849771	
Registration Number:	1860635	
Registration Number:	1874483	VAQTA
Registration Number:	1900300	WEST POINT PHARMA
Registration Number:	1901351	
Registration Number:	1901352	
Registration Number:	1901353	

Registration Number:	1933374	CRIXIVAN
Registration Number:	1973165	
Registration Number:	1984651	PEPCID AC
Registration Number:	2012141	MRK
Registration Number:	2048127	SINGULAIR
Registration Number:	2053617	MAXALT
Registration Number:	2063701	COMVAX
Registration Number:	2122033	PROPECIA
Registration Number:	2169031	MERCK
Registration Number:	2173319	COSOPT
Registration Number:	2242130	PROPAK
Registration Number:	2243482	N.O.R.A.
Registration Number:	2274462	
Registration Number:	2278112	COMMITTED TO BRINGING OUT THE BEST IN MEDICINE
Registration Number:	2287853	
Registration Number:	2292237	HELPING MAKE HAIR LOSS HISTORY
Registration Number:	2298971	MAXALT-MLT
Registration Number:	2303863	THE MERCK INDEX
Registration Number:	2303864	THE MERCK MANUAL OF GERIATRICS
Registration Number:	2313554	THE MERCK MANUAL
Registration Number:	2313555	THE MERCK VETERINARY MANUAL
Registration Number:	2376085	CANCIDAS
Registration Number:	2417822	EMEND
Registration Number:	2428743	EASI SHEETS
Registration Number:	2438692	FOSAMAX
Registration Number:	2455941	PROQUAD
Registration Number:	2507110	M
Registration Number:	2522920	INVANZ
Registration Number:	2613268	COMMITTED TO THE HEALTH OF WOMEN
Registration Number:	2629164	PEPCID COMPLETE
Registration Number:	2644267	MERCKVACCINES.COM
Registration Number:	2687358	MERCK ONCALL
Registration Number:	2702503	AIR-LEADER
Registration Number:	2725335	EMEND
Registration Number:	2730094	INVANZ

Registration Number:	2736483	ON CALL FOR YOU
Registration Number:	2742325	ROTATEQ
Registration Number:	2743991	DE-ESCALATION THERAPY
Registration Number:	2744403	M
Registration Number:	2747775	FOSAMAX
Registration Number:	2758501	STRONGER TOGETHER
Registration Number:	2771472	COMMITTED TO BRINGING OUT THE BEST IN MEDICINE
Registration Number:	2822763	M
Registration Number:	2831598	FRACTUREFOCUS
Registration Number:	2858309	ARCOXIA
Registration Number:	2858561	STRONGER TOGETHER
Registration Number:	2863093	ARCOX
Registration Number:	2863115	ARCOXA
Registration Number:	2874178	MERCKSOURCE
Registration Number:	2933864	
Registration Number:	2952392	EDUCATION AT THE PUSH OF A BUTTON
Registration Number:	3015981	GARDASIL
Registration Number:	3036991	JERYL LYNN
Registration Number:	3041111	STAR MANAGEMENT
Registration Number:	3042193	ZOSTAVAX
Registration Number:	3046687	WHERE PATIENTS COME FIRST
Registration Number:	3136225	MS
Registration Number:	3152378	
Registration Number:	3165677	LEARNING · INNOVATION · ADVANCEMENT
Registration Number:	3172574	
Registration Number:	3175549	FOSAMAX PLUS D
Registration Number:	3184828	
Registration Number:	3230286	ZOLINZA
Registration Number:	3241377	
Registration Number:	3259299	CRESCENDO
Registration Number:	3260618	CHEMISTRY'S CONSTANT COMPANION
Registration Number:	3261637	JANUVIA
Registration Number:	3316374	LET'S TALK IT UP & CONTROL ASTHMA
Registration Number:	3317020	MERCK COMPANY FOUNDATION
Registration Number:	3334952	MEDICARE CONNECTIONS

TRADEMARK

REEL: 004102 FRAME: 0215

Registration Number:	3357758	ISENTRESS
Registration Number:	3357760	INROCADE
Registration Number:	3363805	JANUMET
Registration Number:	3374065	JANUMET
Registration Number:	3377390	DIABETES NEWDAY
Registration Number:	3378404	JOURNEY FOR CONTROL ADVANCING DIABETES EDUCATION
Registration Number:	3400818	UP AND RUNNING
Registration Number:	3403225	SIGNA TRUST
Registration Number:	3426733	MECTIZAN DONATION PROGRAM
Registration Number:	3559964	DIVERSITY DIALOGUE
Registration Number:	3599868	INSIGHTS ON ASTHMA
Registration Number:	3604374	SOLSENSIA
Registration Number:	3621009	JANUVIA
Registration Number:	3624297	MERCKENGAGE
Registration Number:	3631975	V ISENTRESS
Registration Number:	3635279	ASTHMYTHS
Registration Number:	3641425	ADHERENCE ESTIMATOR
Registration Number:	3669782	V
Serial Number:	77558991	ABRACEDE
Serial Number:	77559052	ABRASTOR
Serial Number:	77523581	ABRELLIAN
Serial Number:	77699634	AERENTX
Serial Number:	77109614	ALEZOS
Serial Number:	77559006	ARACESE
Serial Number:	78866865	ARTEGRIS
Serial Number:	77726735	ATOZET
Serial Number:	78867936	AZOCAID
Serial Number:	77856952	BRINAVESS
Serial Number:	77845844	DIVITAZ
Serial Number:	78894020	DUTOSA
Serial Number:	78894027	DUVEPRA
Serial Number:	77845863	DYBACRET
Serial Number:	78867946	ENVIVRIS
Serial Number:	78792686	FYNUVIS

Serial Number:	77845871	GLUTUVIA
Serial Number:	77417808	IMPROLI
Serial Number:	78891556	IMPROLIP
Serial Number:	77699673	IMVLO
Serial Number:	77732693	INTREANT
Serial Number:	77711273	JACORIN
Serial Number:	77845875	JANACTI
Serial Number:	77711288	JUVICOR
Serial Number:	77726726	LIPAZET
Serial Number:	77144463	MERCK BE WELL.
Serial Number:	77265962	
Serial Number:	77713657	
Serial Number:	77753059	MITILAY
Serial Number:	77737096	ODACTRA
Serial Number:	77114400	ONVARA
Serial Number:	77544739	PRECIFYL
Serial Number:	77374185	PRELITA
Serial Number:	77774709	SAFLUTAN
Serial Number:	77459256	SOLTRUZ
Serial Number:	77329375	SYMONY
Serial Number:	77558961	TIALTA
Serial Number:	77514226	TIAMVERA
Serial Number:	78891543	TREDAPTA
Serial Number:	78891549	TREDAPTIVE
Serial Number:	78891545	TRIVOLVE
Serial Number:	77387905	TU BUENA SALUD PASALA
Serial Number:	77559031	TYVANTRA
Serial Number:	77544775	UMBRENA
Serial Number:	77777694	UTREYSA
Serial Number:	77699638	VENLISIO
Serial Number:	78866792	VRESTRIN
Serial Number:	77114438	XORILEX
Serial Number:	77387876	YOUR GOOD HEALTH PASS IT ON
Serial Number:	78866892	ZIVIGRAST
Serial Number:	78877599	ZOSTAVAX

TRADEMARK

REEL: 004102 FRAME: 0217

CORRESPONDENCE DATA

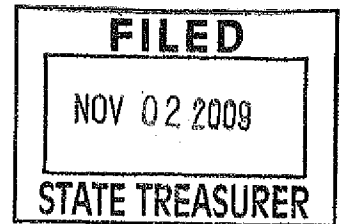
Fax Number: (212)556-2222
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212)556-2100
Email: msdtm@kslaw.com
Correspondent Name: Clark W. Lackert
Address Line 1: King & Spalding LLP
Address Line 2: 1185 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	59730.104001
NAME OF SUBMITTER:	Clark W. Lackert
Signature:	/Clark W. Lackert/
Date:	11/24/2009

Total Attachments: 7

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**CERTIFICATE OF ADOPTION
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
MERCK & CO., INC.
(ID Number: 5934701000)**



Merck & Co., Inc., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), to amend and restate its Certificate of Incorporation pursuant to Section 14A:9-5 of the New Jersey Business Corporation Act (the "NJBCA"), hereby certifies as follows:

FIRST: The name of the Corporation is Merck Sharp & Dohme Corp.

SECOND: The Restated Certificate of Incorporation attached hereto (the "Restated Certificate") was adopted by the shareholders of the Corporation on August 7, 2009 as part of their approval of the Agreement and Plan of Merger, dated as of March 8, 2009, by and among the Corporation, Schering-Plough Corporation, SP Merger Subsidiary One, Inc. (formerly known as Blue, Inc.), and SP Merger Subsidiary Two, Inc. (formerly known as Purple, Inc.), and pursuant to Section 14A:10-1 and Section 14A:10-4.1 of the NJBCA.

THIRD: The number of shares entitled to vote on the adoption of the Restated Certificate was 2,108,780,449 shares of Common Stock, of which 1,399,114,521 voted for the Restated Certificate as part of their approval of the Agreement and Plan of Merger, and 5,686,148 voted against the Restated Certificate. No shares of any class or series were entitled to vote thereon as a class.

FOURTH: This Certificate of Adoption shall become effective on November 3, 2009 at 4:02 p.m.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed as of the 2nd day of November, 2009.

MERCK & CO., INC.

By: Celia A. Colbert
Name: Celia A. Colbert
Title: Senior Vice President, Secretary
and Assistant General Counsel

Signature Page to Certificate of Adoption of Restated Certificate of Incorporation

TRADEMARK
REEL: 004102 FRAME: 0220

RESTATED CERTIFICATE OF INCORPORATION
OF
MERCK & CO., INC.
(ID Number: 5934701000)

Merck & Co., Inc., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), restates and integrates its Restated Certificate of Incorporation, as heretofore amended, and also substantively amends such Restated Certificate of Incorporation, to read in full as herein set forth:

FIRST: The name of the Corporation is Merck Sharp & Dohme Corp.

SECOND: The purpose for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

THIRD: The total number of shares of capital stock which the Corporation shall have authority to issue is 100 shares of common stock, \$0.01 par value per share. Shares of capital stock of the Corporation may be issued by the Corporation from time to time for such legally sufficient consideration as may be fixed from time to time by the Board of Directors.

FOURTH: In furtherance and not in limitation of the general powers conferred by the laws of the State of New Jersey, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation, except as specifically stated therein.

FIFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

SIXTH: The Corporation shall, to the full extent permitted by the New Jersey Business Corporation Act, as it may be amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

SEVENTH: No director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that such provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation or its shareholders, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of any improper personal benefit. As used in this article, an act or omission in breach of a person's duty of loyalty means an act or omission which that person knows or believes to be contrary to the best interests of the Corporation or its shareholders in connection with a matter in which he has a material conflict of interest.

EIGHTH: Except as otherwise required by the laws of the State of New Jersey, the shareholders and directors shall have the power to hold their meetings and to keep the books, documents, and papers of the Corporation outside of the State of New Jersey, and the Corporation shall have the power to have one or more offices within or without the State of New Jersey, at such places as may be from time to time designated by the bylaws or by resolution of the shareholders or directors. Elections of directors need not be by ballot unless the bylaws of the Corporation shall so provide.

NINTH: The address of the Corporation's current registered office in the State of New Jersey is 820 Bear Tavern Road, City of West Trenton, County of Mercer, State of New Jersey, 08628, and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

TENTH: The number of directors constituting the current Board of Directors of the Corporation is fifteen (15). The names and addresses of said directors are as follows:

Leslie A. Brun	435 Devon Park Drive, 700 Building Wayne, Pennsylvania 19087
Thomas R. Cech, Ph.D.	University of Colorado, Boulder Boulder, Colorado 80309-0215
Richard T. Clark	One Merck Drive Whitehouse Station, New Jersey 08889-0100
Thomas H. Glocer	3 Times Square, 30 th Floor New York, New York 10036
Steven F. Goldstone	570 Lexington Avenue, 37 th Floor New York, New York 10022
William B. Harrison, Jr.	277 Park Avenue, 35 th Floor New York, New York 10172
Harry R. Jacobson, M.D.	3401 West End Avenue, Suite 300 Nashville, Tennessee 37203
William N. Kelley, M.D.	421 Curie Boulevard Philadelphia, Pennsylvania 19104-6160
Rochelle B. Lazarus	636 11 th Avenue New York, New York 10036
Carlos E. Represas	Av. Ejercito Nacional No. 453 Colonia Granada, 11520 Mexico, D.F. Mexico
Thomas E. Shenk, Ph.D	Washington Road Princeton, New Jersey 08544-1014
Anne M. Tatlock	One Merck Drive Whitehouse Station, New Jersey 08889-0100
Samuel O. Thier, M.D.	55 Fruit Street, Bulfinch 370 Boston, Massachusetts 02114-2606

Wendell P. Weeks

1 Riverfront Plaza
Corning, New York 14831

Peter C. Wendell

2884 Sand Hill Road, Suite 100
Menlo Park, California 94025

IN WITNESS WHEREOF, Merck & Co., Inc. caused this Restated Certificate of Incorporation to be duly executed as of November 2nd, 2009.

MERCK & CO., INC.

By: Calia A. Colbert
Name: Calia A. Colbert
Title: Senior Vice President, Secretary
and Assistant General Counsel

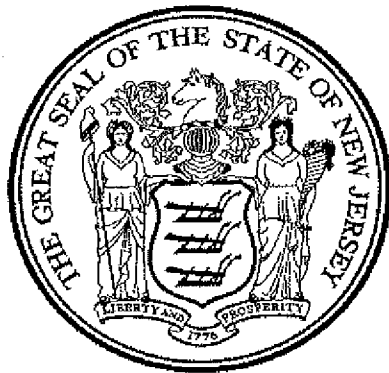
Signature Page to Restated Certificate of Incorporation of Merck & Co., Inc.

TRADEMARK
REEL: 004102 FRAME: 0224

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

MERCK SHARP & DOHME CORP.

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Restated Incorporation
Filed in this office on November 2nd, 2009
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



Certificate Number: 115657458

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
2nd day of November, 2009

R. David Rousseau
State Treasurer