

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Abbott Biotherapeutics Corp.		11/28/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	AbbVie Biotherapeutics Inc.		
Street Address:	1 N. Waukegan Rd.		
City:	North Chicago		
State/Country:	ILLINOIS		
Postal Code:	60064		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0609844	DECLOMYCIN	
CORRESPONDENCE DATA			
Fax Number:	8479382623		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	847-937-3386		
Email:	trademarks@abbvie.com		
Correspondent Name:	Cheryl A. Withycombe		
Address Line 1:	1 N. Waukegan Rd.		
Address Line 2:	Dept. V377, Bldg. AP34-2		
Address Line 4:	North Chicago, ILLINOIS 60064		
ATTORNEY DOCKET NUMBER:	00015908		
NAME OF SUBMITTER:	Cheryl A. Withycombe		
Signature:	/Cheryl A. Withycombe/		

CH \$40.00 0609844

Date:

04/23/2013

**Total Attachments: 6**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ABBOTT BIOTHERAPEUTICS CORP.", CHANGING ITS NAME FROM "ABBOTT BIOTHERAPEUTICS CORP." TO "ABBVIE BIOTHERAPEUTICS INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2012, AT 12:46 O'CLOCK P.M.

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

4580983 8100

121269005



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0021546

DATE: 11-29-12

TRADEMARK  
REEL: 005012 FRAME: 0611

Third Amended and Restated  
Certificate of Incorporation  
of

**Abbott Biotherapeutics Corp.**

(Pursuant to Section 228, 242 and 245 of the  
General Corporation Law of the State of Delaware)

Abbott Biotherapeutics Corp., a corporation organized and existing under the  
General Corporation Laws of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY:

First: The name of the Corporation is Abbott Biotherapeutics Corp. (the  
"Corporation"). The Certificate of Incorporation was originally filed with the Secretary of  
State of Delaware on July 29, 2008 under the name of Biotech Spinco, Inc. and amended  
and restated on August 28, 2008. A Certificate of Ownership and Merger whereby Amber  
Acquisition Inc., a Delaware corporation, was merged with and into this corporation was  
filed with the Secretary of State on April 21, 2010 and amended on September 7, 2010.

Second: This Third Amended and Restated Certificate of Incorporation was  
duly adopted by the board of directors and the stockholders of this corporation in  
accordance with Section 141(f), 228, 242, and 245 of the Delaware General Corporation  
Law.

Third: This Certificate of Incorporation is hereby amended and restated in  
its entirety as follows:

FIRST: The name of the corporation is AbbVie Biotherapeutics Inc. (the  
"Corporation").

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

THIRD: The purpose of the Corporation is to engage in any lawful act or  
activity for which a corporation may be organized under the General Corporation Law of  
the State of Delaware (as amended from time to time, the "DGCL").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of capital stock, all of which shall be common stock of one class without par value.

**FIFTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The board of directors is expressly authorized to make, alter, amend, change, add to or repeal the By-Laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional By-Laws and may alter, amend or repeal any By-Law whether adopted by them or otherwise.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this clause (4) FIFTH Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**SIXTH:** The Corporation shall indemnify its directors and officers against all expense, liability and loss reasonably incurred or suffered by such persons in connection with their service as a director or officer, as applicable, of the Corporation, or their service at the request of the Corporation as a director, officer, employee or agent of another corporation or other enterprise, to the fullest extent authorized or permitted by the DGCL as the same exists or may hereafter be amended or modified from time to time (but, in the case of any such amendment or modification, only to the extent that such amendment or modification permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment or modification), and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that,

except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this SIXTH Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition; provided, however, that if the DGCL requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this SIXTH Article or otherwise.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this SIXTH Article to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this SIXTH Article shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the By-Laws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this SIXTH Article by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision of the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, this Third Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 26 day of November, 2012.

A handwritten signature in black ink, appearing to read "Thomas C. Freyman", written over a horizontal line.

Name: Thomas C. Freyman

Title: President

**Trademark Schedule**

<b>Trademark</b>	<b>Status</b>	<b>Class</b>	<b>Appl. No.</b>	<b>Reg. No.</b>
DECLOMYCIN	Registered	5	71645369	0609844