

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
 Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof re:
 Document ID NO: 700022471:

<p>1. Name and address of conveying party(ies):</p> <p>Name: <u>Pam American Laboratories, Inc.</u> Address: <u>4099 Highway 190</u> <u>Covington, LA 70433</u></p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation, State of <u>Louisiana</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Pamlab, L.L.C.</u> Address: <u>P. O. Box 8950</u> <u>Mandeville, LA 70470-8950</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input type="checkbox"/> Corporation, State of: _____ <input checked="" type="checkbox"/> Other: <u>Limited Liability Company, State of Louisiana</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment)</p> <p>Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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3. Nature of Conveyance:

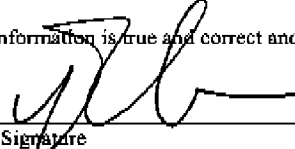
<input type="checkbox"/> Assignment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name
<input type="checkbox"/> Execution Date: <u>December 20, 2001</u>	<input type="checkbox"/> Other: _____

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application Number(s): <u>78,073,427</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration Number(s):</p> <table style="width:100%;"> <tr> <td><u>2,547,853</u></td> <td><u>1,837,679</u></td> <td><u>1,874,497</u></td> <td><u>2,657,222</u></td> </tr> <tr> <td><u>1,996,180</u></td> <td><u>1,876,299</u></td> <td><u>2,534,941</u></td> <td></td> </tr> </table> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<u>2,547,853</u>	<u>1,837,679</u>	<u>1,874,497</u>	<u>2,657,222</u>	<u>1,996,180</u>	<u>1,876,299</u>	<u>2,534,941</u>	
<u>2,547,853</u>	<u>1,837,679</u>	<u>1,874,497</u>	<u>2,657,222</u>						
<u>1,996,180</u>	<u>1,876,299</u>	<u>2,534,941</u>							

<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: <u>Teresa Federer</u></p> <p>Address: <u>Bingham McCutchen, LLP</u> <u>Three Embarcadero Center, Suite 1800</u> <u>San Francisco, California 94111</u></p>	<p>6. Total applications and registrations involved: <u>8</u></p> <p>7. Total fee (37 C.F.R. § 3.41)(\$40.00 for first mark, \$25.00 for each additional mark): <u>\$215.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account. <input checked="" type="checkbox"/> The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 501193.</p> <p>8. Deposit Account Number: <u>50-2519</u></p>
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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.

<u>Teresa Federer</u> Name	 Signature	<u>1-15-03</u> Date
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Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

**CERTIFICATE OF MERGER OF
PAN AMERICAN LABORATORIES, INC.
INTO
PAMLAB, L.L.C.**

The undersigned Manager, Chairman of the Board and Chief Executive Officer of PAMLAB, L.L.C. hereby certifies, in accordance with Section 1360 of the Louisiana Limited Liability Company Law (La. R.S. 13:1301 - 1369) and Section 112(F) of the Louisiana Business Corporation Law (La. R.S. 12:1 - 178) that:

ARTICLE I

Pamlab, L.L.C. (the "Surviving Company") is a limited liability company organized and existing under the laws of the State of Louisiana. The Surviving Company was originally formed as "Pan World Pharma, L.L.C." effective on October 8, 2001, and changed its name to Pamlab, L.L.C. on November 29, 2001.

ARTICLE II

Pan American Laboratories, Inc. (the "Merged Corporation") is a corporation organized under the laws of the State of Louisiana.

ARTICLE III

The Surviving Company owns all of the issued and outstanding stock of the Merged Corporation.

ARTICLE IV

An Agreement and Plan of Merger has been authorized, approved, adopted, executed, certified and acknowledged by each of the Surviving Company and the Merged Corporation in accordance with Section 112 of the Louisiana Business Corporation Law, as well as in accordance with Sections 1359 and 1360 of the Louisiana Limited Liability Company Law, pursuant to which the Merged Corporation has been merged with and into the Surviving Company.

ARTICLE V

The name of the Surviving Company is PAMLAB, L.L.C., a Louisiana limited liability company.

ARTICLE VI

The merger of the Merged Corporation with and into the Surviving Company was effective on December 20, 2001, the date on which the members of the Surviving Company and the shareholders of the Merged Corporation approved the merger in accordance with the Louisiana Limited Liability Company Law and the Louisiana Business Corporation Law.

ARTICLE VII

The articles of organization of the Surviving Company shall be its Amended and Restated Articles of Organization, filed with the Louisiana Secretary of State on November 29, 2001, and the operating agreement of the Surviving Company shall be its Operating Agreement, as executed by its members, effective as of October 30, 2001.

ARTICLE VI

The executed Agreement and Plan of Merger and Reorganization is on file at the principal office of the Surviving Company, located at 4099 Highway 190, Covington, LA 70433.


ARTICLE VII

A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any member of the Surviving Company and to any shareholder of the Merged Corporation.

IN WITNESS WHEREOF, I have hereunto placed my hand this 20th day of December, 2001.

PAMLAB, L.L.C.

By:



Samuel M. Camp
Manager, Chairman of the Board and
Chief Executive Officer

DEC-20-01 THU 12:16 PM CHAFFE McCALL

FAX NO. 225 922 4304

P. 05

STATE OF LOUISIANA

PARISH OF ORLEANS

ACKNOWLEDGMENT

Be it known that on this 20th day of December, 2001, in the presence of the undersigned witnesses, and me, the undersigned Notary, in and for the Parish and State aforesaid, personally came and appeared Samuel M. Camp who, after being duly sworn by me, Notary, did certify, declare and acknowledge that:

1. He is a Manager of and is the Chairman of the Board and Chief Executive Officer of PamLab, L.L.C., a limited liability company of the State of Louisiana, the limited liability company described in and which executed the foregoing Certificate of Merger
2. As Manager, Chairman of the Board and Chief Executive Officer of PamLab, L.L.C he (a) duly executed said Certificate of Merger before me and acknowledged the said Certificate of Merger to be his act and deed and the act and deed of said company; (b) duly certified that his signature to said foregoing Certificate of Merger is in his own handwriting, and (c) duly certified that the facts set forth therein and herein are true and correct.
3. The agreement of merger of Pan American Laboratories, Inc. with and into PamLab, L.L.C. was duly authorized and approved by each of the constituent entities in accordance with La. R.S. 12:1359.

In witness whereof, the said appearer and witnesses have executed this acknowledgment with me, Notary, on the day and year aforesaid.

WITNESSES:

Samuel M. Camp

Samuel M. Camp
Samuel M. Camp

Jeanne Stapie

Robert S. Ross
Notary Public

UNITED STATES OF AMERICA

State of  Louisiana

Joy McKeithen
 SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on

DEC 20 2001

Joy McKeithen

Secretary of State

