

11-18-2002



Neu 102283593  
(732) 524-2842

<b>1. NAME OF CONVEYING PARTY:</b> PENATEN GMBH (a German corporation) RHODORFER STRABE 80 D-5340 BAD HONNER RHONDORF, FEDERAL REPUBLIC OF GERMANY	<b>2. NAME AND ADDRESS OF RECEIVING PARTY:</b> JOHNSON & JOHNSON GMBH KAISERSWERTHER STRASSE 270 40474 DUSSELDORF GERMANY (a German corporation)
<b>3. NATURE OF CONVEYANCE:</b> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other  <b>3A. EXECUTION DATE:</b> February 9, 1998	<b>2A. ASSIGNEE A FOREIGN ENTITY:</b> YES: <input checked="" type="checkbox"/> NO: <input type="checkbox"/>  <b>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</b> YES: <input checked="" type="checkbox"/> NO: <input type="checkbox"/> Richard F. Biribauer One Johnson & Johnson Plaza <del>New Brunswick, New Jersey</del> 08933-7000
<b>4A. TRADEMARK APPLICATION NOS.:</b>  Additional numbers attached? no	<b>4B. TRADEMARK REGISTRATION NO(S):</b>  731,272 (PENATEN)
<b>5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:</b>  Maria Kirczow Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	FINANCIAL SECTION NOV 13 12 11 06
<b>6. TOTAL NUMBER OF TITLES:</b> 1 <b>7. TOTAL FEE:</b> \$40.00 <b>8. CHARGE DEPOSIT ACCOUNT NUMBER:</b> 10-0750  Our Ref:	<b>9. The undersigned declares to the best of my knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</b>  <i>Maria C. Kirczow</i> Maria C. Kirczow Date: <u>November 8, 2002</u>

Maria.doc

11/15/2002 6TON11 00000196 100750 731272  
01 FC:8521 40.00 CH

*(197) Personal by**Muster*

MICHAEL WESTHOFF  
DR. FLORIAN BRAUNFELS  
NOTARE

40212 DÜSSELDORF  
KÖNIGSALLEE 31  
TELEFON (02 11) 13 00 70  
TELEFAX (02 11) 13 10 20

Johnson & Johnson GmbH  
Kaiserswerther Str. 270

40474 Düsseldorf

Certificate

(Art. 22a Federal Notary Act ("Bundesnotarordnung"))

By virtue of certified register abstract of the Local Court Koenigswinter HRB 820 (closed) dated 11-22-1995 and upon today's inspection of the Commercial Register at the Local Court Duesseldorf HRB 2884 I herewith certify that:

- according to the merger agreement dated 08-23-1995 and the shareholders' resolution dated 08-30-1995 the

Penaten GmbH  
with registered office in Bad Honnef

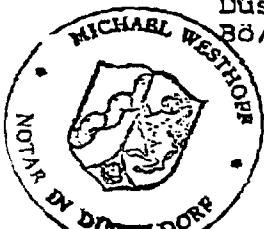
has been dissolved without liquidation and merged into

Johnson & Jonson GmbH  
with registered office in Duesseldorf

by way of acquisition according to sec. 2 no. 1 UmwG (Transformation Act).

- the according entry in the Commercial Register at the Local Court Koenigswinter HRB 820 was made on 09-14-1995 and the entry in the Commercial Register at the Local Court Duesseldorf on 10-04-1995.
- Johnson & Johnson GmbH, therefore, has legally become owner, holder and bearer of any and all rights and obligations of the former Penaten GmbH.

Düsseldorf, this 09 day of February 1998  
88/99



*Westhoff*  
Westhoff, Notar

**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

- 1. Land: Bundesrepublik Deutschland
- 2. diese öffentliche Urkunde
- 2. ist unterschrieben von **Notar Westhoff**
- 3. in seiner Eigenschaft als **Notar in Düsseldorf**
- 4. sie ist versehen mit dem Stempel des **Notars**

**Bestätigt**

- 5. in **Düsseldorf**
- 7. durch **den Präsidenten des Landgerichts**
- 8. unter Nr. **9101 EA - 190/1998**
- 9. Siegel:

6. am **10. Februar 1998**

10. Unterschrift  
**In Vertretung**

*Haubrich*

**(Haubrich)  
Vizepräsidentin des  
Landgerichts**