

12-09-1998

PATENT



U.S. PATENT AND TRADEMARK OFFICE

100917958

November 23, 1998

Patentee(s) : Antonio Vila Casas

For : 2-[(2,6-DICHLOROPHENYL)AMINO]PHENYLACETOXYACETYL
DERIVATIVES AND THERAPEUTIC COMPOSITIONS
CONTAINING SAME

Serial No. : 590 018

11-27-98

Filed : March 15, 1984

Patent No. : 4 548 952

Issued : October 22, 1985

Atty. Docket
No.: Isern Case 96

RECEIVED
NOV 27 1998

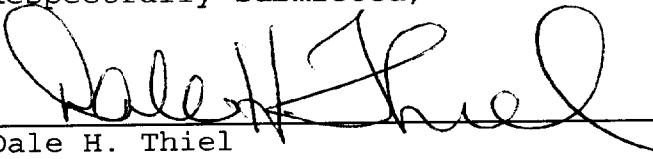
Box Assignment
The Commissioner of Patents and Trademarks
Washington, D.C. 20231

MEMO TO ASSIGNMENT BRANCH

Sir:

We submit herewith a Spanish-language document (Public Deed No. 262) for recordation evidencing the sale of U.S. Patent No. 4 548 952 from Prodes Sociedad Anónima to Prodesfarma Sociedad Anónima. A verified English translation of this document is enclosed along with the required recordation form cover sheet and recording fee. Kindly note that U.S. Patent No. 4 548 952 is identified by Serial No. 590 018 in this document on the tabbed pages.

Respectfully submitted,


Dale H. Thiel

DHT/L/lw

FLYNN, THIEL, BOUTELL
& TANIS, P.C.
2026 Rambling Road
Kalamazoo, MI 49008-1699
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Timothy B. Clise
Liane L. Churney
Brian R. Tumm

Reg.No. 24 323
Reg.No. 25 072
Reg.No. 22 724
Reg.No. 32 549
Reg.No. 36 589
Reg.No. 31 257
Reg.No. 24 949
Reg.No. 40 957
Reg.No. 40 694
Reg.No. 36 328

12/07/1998 JMWATKINS 00000031 590018

01 FC:581

40.00 DP

Encl: Assignment Recordation Form Cover Sheet
dated November 23, 1998, and attachments

177.9804

PATENT
REEL: 9614 FRAME: 0409

RECORDATION FORM COVER SHEET
PATENTS ONLY

Box Assignment

The Commissioner of Patents and Trademarks
Washington, D.C. 20231

November 23, 1998

Atty. Ref.: Isern Case 96

Please record the attached original document or copy thereof.

Name of Conveying Party(ies):
Prodes, S.A.

Name and Address of Receiving Party(ies):
PRODESFARMA, SOCIEDAD ANÓNIMA
Sant Just Desvern at Calle Trabajo
Barcelona, Spain

Nature of Conveyance:

☒ Assignment ☐ Security Agreement ☐ Merger ☐ License
☐ Change of Name ☐ Other:

Execution Date of Document: January 25, 1985

If this document is being filed together with a new application, the execution date of the application is: --

Patent Number:

4 548 952 (identified in enclosed document as Serial No. 590 018)

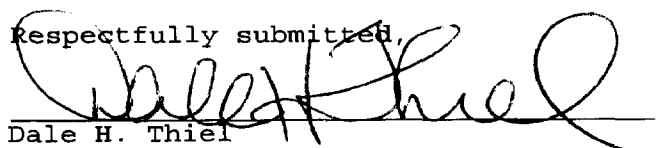
Total Number of Applications and Patents Involved: 1. An enclosed check includes the recording fee of \$40.00. The Commissioner is hereby authorized to credit any overpayment, or to charge any additional recording fee required by this paper, to Deposit Account No. 06-1382.

Mail correspondence concerning
the document to:

FLYNN, THIEL, BOUTELL & TANIS P.C.
2026 Rambling Road
Kalamazoo, MI 49008-1699

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.

Respectfully submitted,


Dale H. Thiel

FLYNN, THIEL, BOUTELL
& TANIS, P.C.
2026 Rambling Road
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Timothy B. Clise	Reg.No. 40 957
Liane L. Churney	Reg.No. 40 694
Brian R. Tumm	Reg.No. 36 328

DHT/L/lw

Encl: Assignment
Check
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Total number of pages, including cover
sheet, attachments, and documents 40

121.9510

Patentee(s) : Antonio Vila Casas

For : 2 - [(2,6-DICHLOROPHENYL) AMINO] PHENYLACETOXYACETYL
DERIVATIVES AND THERAPEUTIC COMPOSITIONS
CONTAINING SAME

Patent No. : 4 548 952

Serial No. : 590 018

Issued : October 22, 1985

Atty. Docket No.: Isern Case 96

Assistant Commissioner for Patents
Washington, D.C. 20231

VERIFICATION OF TRANSLATION

Sirs: HOSSEIN AHMADIZADEH residing at BARCELONA - SPAIN
(Print or Type Name)

PARIS, 138-bis, P-1 / 08036 BARCELONA

(Print or Type Address)

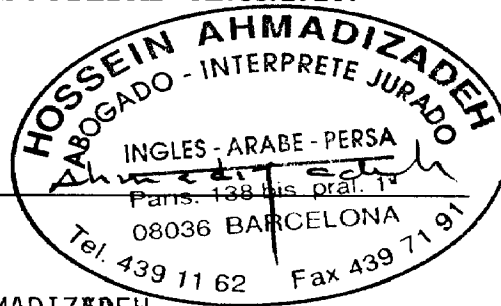
HOSSEIN AHMADIZADEH, Attorney at Law & Sworn Translator declares:

- (1) that he/she knows well both the Spanish and English languages;
- (2) that he/she translated from Spanish to English; and
- (3) that the attached English translation is a true and correct translation of Public Deed No. 252 pertaining to the sale of the above-identified patent from PRODES, SOCIEDAD ANÓNIMA to PRODESFARMA, SOCIEDAD ANÓNIMA.

November 6, 1998

Date

(Signature)

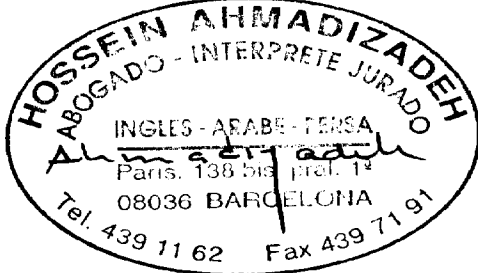


HOSSEIN AHMADIZADEH
(Print or Type Name)

Hossein Ahmadizadeh, Abogado, Traductor e Intérprete Jurado , certifica que la que sigue es traducción fiel y completa al inglés de un documento de "*Escritura Notarial núm. 262 de Compraventa de Marcas y Patentes de consolidación de la empresa 'PRODESFARMA, SOCIEDAD ANONIMA' a detentar la propiedad de la totalidad de acciones de los tres laboratorios, 'PRODES, S.A.', 'laboratorios Berenguer Beneyto S.A.', y 'Laboratoiros Funk, S.A.'"* redactado en castellano.
Barcelona, a 6 de noviembre de mil novecientos noventa y ocho.

Hossein Ahmadizadeh, Attorney at Law and Sworn Translator , hereby certify that the attached document "*Public deed No. 262 of Purchase and Sale of Trademarks and Patents by consolidation of the company 'PRODESFARMA, SOCIEDAD ANONIMA' taking over the ownership of the totality of the shares of the three laboratories 'PRODES, S.A.', 'Laboratorios Berenguer Beneyto, S.A.', 'Laboratorios Funk, S.A.'"*, in Spanish language has been submitted to me in order to render it into English, and that to the best of my knowledge, its accurate translation agrees with the original.

Barcelona, November sixth, nineteen hundred and ninety eight.



HOSSEIN AHMADIZADEH

[THE TOP, OBVERSE SIDE, OF EACH SHEET BEARING A STATE TAX STAMP AND AFFIXED WITH A 5 PTAS. STAMP, NUMBERED IN THE TOP RIGHT HAND CORNER 0A5000795 TO 0A5000790 IN REVERSE ORDER, STAMPED WITH THE SEAL OF "THE NOTARY OF ANTONIO CLAVERA ESTEVA - BARCELONA, NIHIL PRIUS FIDE"]

[THIS FIRST SHEET ALSO BEARING THE STAMP "SINGLE COPY" AND A FURTHER STAMP OF ANTONIO CLAVERA ESTEVA, INCLUDING THE ADDRESS (ILLEGIBLE)]

[OBVERSE OF SHEET 0A5000795]

8th CLASS

NUMBER TWO HUNDRED AND SIXTY-TWO.

- PURCHASE AND SALE OF TRADEMARKS AND PATENTS-

In Barcelona, at my offices, on the twenty-fifth of January, nineteen eighty-five.

Appearing before me, ANTONIO CLAVERA ESTEVA Notary of the Illustrious Bar Association of Barcelona:

For the first party, Mr. JUAN MARTIN Y PUJOL, of legal age, married, an economist and resident in Bellaterra (Barcelona) with registered address at Avenida Bertomeu 27, holder of National Identity Document No. 37.566.046.

And for the other part, Mr. ANTONIO VILA Y CASAS, of legal age, married, pharmacist and resident of 08007 Barcelona, with registered address at Rambla Catalunya, 25, holder of National Identity Document No. 36.185.054.

WHEREAS:

1) The first party is acting in the name and on behalf of:

a) "PRODES, SOCIEDAD ANONIMA"; with registered address in Sant Just Desvern (Barcelona), at Calle Trabajo, no number; incorporated for a time without limit, by means of the deed authorised on 30th December 1949 by the Notary...

[REVERSE OF SHEET 0A5000795]

... José-María Gich y Pi, previously of this city. After the adaptation of, and modifications to the Company's Articles of Association, these were redrafted by means of the deed authorised on 14th December 1970 by the Notary Antonio Clavera Armenteros, previously of this city; including the change of the Company's registered address, such being authorised on 14th December 1973 by the Notary of Barcelona Pedro Calatayud y de Roca. For the record the Company is registered with the Mercantile Register of this Province on sheet 3,019, folio 162 of volume 1,638, book 1065 of the 2nd Section - Companies, and holds Fiscal Identification no. A-08075988.

b) That "LABORATORIOS FUNK, SOCIEDAD ANONIMA", with registered address in Barcelona; incorporated for a time without limit, by means of the deed authorised on 24th December 1935 by the Notary Ramón Faus y Esteve, previously of this city, with the Article of Association being adapted to the current legislation and redrafted by means of the deed authorised in Manlleu on 17th December 1953 by the Notary of the town at that time, Antonio Royán y Páez. For the record the Company is entered into the Mercantile



[OBVERSE OF SHEET 0A5000794]

8th CLASS

c) "LABORATORIOS BERENGUER BENEYTO, SOCIEDAD ANONIMA", with registered address in Madrid, Calle Marqués de Ahumada, 5; incorporated for a time without limit under the denomination "Berenguer Beneyto y Cia." by means of the deed authorised on 3rd June 1941 by the Notary Luís Hernández y González, previously of Madrid; modified by other deeds and converted into a Limited Company, under the name "Berenguer Beneyto, S.A." by means of the deed authorised on 24th June 1966 by the Notary of Madrid José-Luís Alvarez Alvarez; with the Articles of Association being partially modified by means of the deed authorised by the Notary of Madrid, Rafael-Marten Forero Lorente, in substitution of the above mentioned Notary Mr. Alvarez, with number 1,267 of his record, registered in the Mercantile Register of Madrid as entry 20, on folio 49 of volume 2,223 general, 1,591 of the 3rd Section - Companies, sheet 7,885, and holding Fiscal identification No. A-28027787.

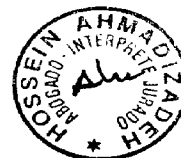
The particulars of the above representations will be attested in continuation at the end of this present document.

[REVERSE OF SHEET 0A5000794]

And insofar as he has been empowered, for the purposes of this present document, on the basis of separate agreements adopted by the Boards of Directors of the said Companies, in sessions held on 25th October 1984, as is vouched for by the certifications of the corresponding minutes, drawn up by the secretary of those Board Meetings, Mr. Enrique Vilar Casas, approved by the Chairman, Mr. Antonio Vila Casas, whose signatures I hereby authenticate, having been handed over to me and which I, the Notary, incorporate to this document so that they may form a part hereof.

And Mr. Antonio Vila Casas, as Managing Director, in the name and on behalf of the Spanish company "PRODESFARMA, SOCIEDAD ANÓNIMA", with registered address in Sant Just Desvern (Barcelona), at Calle Trabajo, no number, originally incorporated for a time without limit under the name "Tresquim, S.A." by means of the deed authorised on 10th May 1974 by the Notary of this city Antonio Beaus Codes; having changed the Company name for that indicated above, and changed the registered address, by means of the deed authorised on 30th November 1984, by myself, and registered with number 4,610 of the record.

For the record the Company is registered in the Mercantile Register...



8th CLASS

...of this Province, on sheet 26,178, folio 178 of volume 2,479, book 1,864 of the 2nd Section - Companies; and holds Fiscal Identification No. A-08352758.

From the Articles of Association that govern the entity, I hereby transcribe those particulars that are pertinent to the objects of this present document: "Article 3.- Social Purpose, consisting of the manufacture of raw materials for the chemical industry in general and the pharmaceuticals industry, the import, export, purchase, storage, representation and sale of raw materials for the chemical and pharmaceutical industries, research into chemical and pharmaceutical principles and products, the obtaining and assignment of registers, patents and licences and the participation in Companies with a similar purpose and in chemical and pharmaceutical laboratories, and in general whatsoever activities of lawful trade agreed to at the General Shareholders' Meeting, fulfilling the legal requirements including, should it be the case, registration in the Mercantile Register.",...

[REVERSE OF SHEET 0A5000793]

..."Article 18.- The Board of Directors, and should it be the case the directors jointly, have full powers to administer the business and represent the Company, and are specifically authorised to make use of the following powers which are placed on record, on a restrictive basis, namely: a) To convoke... I) To contract and be bound on behalf of the Company, agreeing to and granting all of the necessary documents, including all manner of public deeds, within the activity as described in the company purpose. ...II) To draft all manner of contracts of acquisition of patents, procedures, raw materials and supplies both in Spain and abroad, as well as to draft such sales contracts as they consider to be opportune, under the conditions that they consider to be most suitable to the interests of the Company ... o) To purchase, sell, lease and encumber all manner of assets, both chattels and real estate...", "Article 19.- The Board of Directors may delegate such of its powers as allowed by the Law and the Articles of Association to one or more of its members, that they may act, as Managing Directors. The functions and powers to be granted to them to be decided at the time of their nomination..."

[OBVERSE OF SHEET 0A5000792]

8th CLASS

That which is transcribed above is a true reflection of the authenticated copy of the deed for the designation of posts, authorised on 30th November 1984, drafted by myself, the said deed currently pending registration in the Mercantile Register, and which records the nomination of Mr. Antonio Vila Casas as Managing Director of the Company granted those powers that can be legally delegated by the Board of Directors, as indicated in Article 18, as well as those indicated in the last two paragraphs of Article 19 of the Company's Articles, for such time as he continues to be a member of the Board of



Directors of the Company. The said deed records his acceptance of the post which, as he declares, continues in force at the present time.

Insofar as the gentlemen appearing before me are known to me, and have stated their personal circumstances, and insofar as they assure me that they have the necessary legal capacity, which in my judgement they do, for the granting of this present deed for the PURCHASE AND SALE OF TRADEMARKS AND PATENTS.

[REVERSE OF SHEET 0A5000792]

- THEY STATE -

I.- That the Company "PRODES, SOCIEDAD ANÓNIMA" is the owner, through equitable title of acquisition, of the trademarks and patents listed on fourteen sheets of ordinary paper, handed over to me by Mr. Marten, and incorporated to this document forming a part hereof.

II.- That the Company "LABORATORIOS BERENGUER BENEYTO, SOCIEDAD ANÓNIMA" is the owner of the trademarks ----- that are listed on six sheets of ordinary paper which the said Mr. Marten handed over to me and which I, the Notary, incorporate to this document forming a part hereof.

III.- That "LABORATORIOS FUNK, SOCIEDAD ANÓNIMA" is the owner, also through equitable title of acquisition, of the trademarks ----- that are listed on the four sheets of ordinary paper that the said Mr. Marten handed over to me, and which I, the Notary, incorporate to this document forming a part hereof.

IV.- That the Companies herein represented, all of which form a part of the same business group, after having studied their respective advantages and their superior common interests, have decided to incorporate themselves into a consolidated Group centered on "PRODESFARMA, SOCIEDAD ANÓNIMA" (previously "TRESQUIM, S.A.") as the controlling Company, to which end, subject to the expedient binding consultation...

[OBVERSE OF SHEET 0A5000791]

...carried out favourably by the management, and within the policy of consolidation PRODESFARMA, S.A. has taken over the ownership of the totality of the shares of the three above mentioned laboratories "Prodes, S.A.", "Laboratorios Berenguer Beneyto, S.A." and "Laboratorios Funk, S.A.".

As a consequence thereof, there being a complete fellowship, it has been deemed expedient to centralise and pass over to the controlling Company, "PRODESFARMA, S.A.", from the other companies represented herein, determined trademarks and patents that are the property of the latter companies, that are practically unused and which constitute a fund to be developed with the idea that it be the controlling Company that applies and develops the said trademarks and patents, in order to gain the full effectiveness of this capital fund, in accordance with the superior interests of the Group.



To this end they execute this present contract for the purchase and sale of the trademarks and patents, in which, for the reasons stated above, as a concession to simplification and insofar as the parties hereto do not seek any pecuniary or profit objective, a single criteria of five thousand pesetas per trade-mark, and two hundred and fifty thousand pesetas for each patent has been set.

- THEY AGREE -

A) That the Company "Prodes, Sociedad Anónima", herein represented by Mr. Juan Marten Pujol, SELLS to the Company "Prodesfarma, S.A.", herein represented by Mr. Antonio Vila y Casas, which PURCHASES the six hundred and twenty trademarks and nineteen patents, as enumerated in the list incorporated to this document, of which mention has been made above, for the inclusive price of SEVEN MILLION, EIGHT HUNDRED AND FIFTY THOUSAND PESETAS (of which 3,100,000 Pesetas correspond to the trademarks and 4,750,000 Pesetas correspond to the patents).

B) That the Company "Laboratorios Berenguer Beneyto, Sociedad Anónima", herein represented by the said Mr. Marten, SELLS to the Company "Prodesfarma, S.A.", represented by the above mentioned Mr. Vila, the two hundred and twenty trademarks enumerated in the list incorporated to this document, for the inclusive price of ONE MILLION, ONE HUNDRED THOUSAND PESETAS.

[OBVERSE OF SHEET 0A5000790]

8th CLASS

C) And that "LABORATORIOS FUNK, S.A.", herein represented by the said Mr. Marten, SELLS to the Company "Prodesfarma, S.A." which, represented by the said Mr. Vila Casas, PURCHASES the one hundred and sixty trademarks enumerated in the list incorporated to this document, for the inclusive price of EIGHTY THOUSAND PESETAS.

The total price for the above sale being, jointly, NINE MILLION, SEVEN HUNDRED AND FIFTY THOUSAND PESETAS.

Mr. Marten stating that the said amount has already been received, to his satisfaction, from the representative of the purchaser by the Companies herein represented before the drawing up of this document, and on that basis the purchaser signs an effective letter of payment.

D) The above trademarks and patents are sold free of charges and up to date in their fiscal obligations, the selling entities being bound to clear the titles thereof in compliance with the Law. At the same time the representative of the selling entities...



...undertakes to collaborate, insofar as it may be required to do so, with the purchasing entity before the competent bodies and offices in order to ensure the registration and transfer of the property rights herein sold.

E) That they expressly agree that whatsoever expenses and taxes that may arise as a result of this deed, shall be met by the purchasing entity.

- AUTHORISATION -

IN WITNESS WHEREOF the gentlemen appearing before me, to whom I have made the legal reserves and cautions pertinent to this deed, which I have read to them, insofar as they have declined the right to read it for themselves, to which they are entitled. And having fully understood the content hereof, they approve and sign with me, the Notary, agreeing, finally, that the present document is drawn up on six sheets of 8th CLASS Series 0A paper, numbered 5008699, 5008702, 5008703, 5008704, 5008709 and the present, with regard to all of which I, the Notary, hereby attest.



[THE TOP, OBVERSE SIDE, OF EACH SHEET BEARING STATE TAX STAMP AND AFFIXED WITH A 5 PTAS. STAMP, NUMBERED IN THE TOP RIGHT HAND CORNER 0A5000789 TO 0A5000787 IN REVERSE ORDER, STAMPED WITH THE SEAL OF "THE NOTARY OF ANTONIO CLAVERA ESTEVA - BARCELONA, NIHIL PRIUS FIDE"]

8th CLASS

From the original copy number 4,610 of my record, dated 30th November 1984, I transcribe the particulars pertinent to the ends of this present document: "Article 18.- The Board of Directors, and should it be the case the directors jointly, have full powers to administer the business and represent the Company, and are specifically authorised to make use of the following powers which are placed on record, on a restrictive basis, namely: a) To convoke... I) To contract and be bound on behalf of the Company, agreeing to and granting all of the necessary documents, including all manner of public deeds, within the activity resulting from the company purpose. j) To receive and make payment of whatsoever amounts are owed to or by the Company... II) To draw up all manner of contracts of acquisition of patents, procedures, raw materials and supplies both in Spain and abroad, as well as to draw up such sales contracts as they consider to be opportune, under the conditions that they consider to be most suitable to the interests of the Company,...

[REVERSE OF SHEET 0A5000789]

... m) To agree on the purchases of merchandise, the price thereof and to regulate the sales, determining the conditions under which they must be made...". "Article 19.- The Board of Directors may delegate such of its powers as allowed by the Law and the Articles of Association to one or more of its members, that they may act, as Managing Directors. The functions and powers to be granted to them will be decided at the time of their nomination...".

And in the said deed, authorised by me on 30th November 1984, Mr. Juan Marten y Pujol was nominated as a Member of the Board of Directors of the Company "PRODES, S.A."

b) Insofar as I have been shown an authenticated copy of the deed for the dismissal and appointment of posts, authorised on 28th December 1983 by my colleague, Notary of this city, Mr. José Solís y Lluch, whose deed was entered in the Register, entry 48 on folio 159 of volume 4,503, book 3,830 of the 2nd Section - Companies, sheet 48405, and from which I transcribe the particulars pertinent to the ends of this present document, and that I, the Notary, attest that nothing that is omitted therefrom limits or in any way modifies, conditions or invalidates that which is transcribed: "Article 22.- The Board will be invested with ample powers,...

[OBVERSE OF SHEET 0A5000788]

...without whatsoever limitation or reserve for the carrying out of all manner of operations related to the social purpose, and specifically, without any limitation being



implied, the following: a) Being empowered to sign for and legally represent the Company... holding and authorising all manner of meetings and contracts. ...d) Delegating the powers thereof, either wholly or partially, excepting insofar as they cannot be delegated in terms of the Law, in one or several Directors, who will be denominated as Managing Directors...”.

And in the said deed, the nomination of Mr. Juan Marten y Pujol is placed on the record as Director of the Company “Laboratorios Funk, S.A.”, as well as his acceptance thereof.

c) Insofar as I have been shown an authenticated copy of the deed for the nomination of post, authorised by myself on 30th November 1984, with number 4,619 of my record, from which I transcribe the particulars pertinent to the ends of this present document, and that I, the Notary, attest that nothing that is omitted therefrom limits or...

[REVERSE OF SHEET 0A5000788]

...in any way modifies, conditions or invalidates that which is transcribed: “Article 1.- The Board of Directors will be invested with the most ample powers for the management of the company interests and may, in consequence thereof, determine the business that should be engaged in and the way in which it should be developed, execute the documents and draw up the contracts that may be necessary or convenient for the carrying out of the Company purpose without excepting those that deal with the acquisition or disposal of goods, including real estate... and resolving, above all, that which is relative to the operations allowed for by the Company’s Articles of Association, with no other limitations than those which are consigned therein as functions of the General Meeting...”. “Article 23.- The Board of Directors may delegate, in the person of one or more Directors, all or some of the powers, within the limitations indicated by the Law of Limited Liability Companies”.

And in the said deed, Mr. Juan Martín Pujol, was nominated as a member of the Board of Directors of the Company “Laboratorios Berenguer Beneyto, S.A.”, his acceptance of the post being placed on the record.

AND IN WITNESS WHEREOF, serving as a complement to the above original document, I issue this present partial attestation,...

[OBVERSE OF SHEET 0A5000787]

...and in relation to the attributed documents, drawn up in continuation of the above, and of the last sheet, of 8th CLASS Series 0A paper, numbered 5008710, and those of the same class and series, numbered 4169741, 4169743 and this present sheet, which I hereby mark, sign and seal and stamp in Barcelona, on the same day as the granting of the previous deed, I hereby attest.

[BEARING THE STAMP “SINGLE COPY” BELOW THE TEXT]



*[THE TOP OF EACH OF THE FOLLOWING THREE SHEETS, WRITTEN ON THE
OBVERSE SIDE ONLY, BEARING STATE TAX STAMP AND AFFIXED WITH A 5
PTAS. STAMP, NUMBERED IN THE TOP RIGHT HAND CORNER 0A3737277,
0A3737285 AND 0A3737283, STAMPED WITH THE SEAL OF "THE NOTARY OF
ANTONIO CLAVERA ESTEVA - BARCELONA, NIHIL PRIUS FIDE"]*

[SHEET 0A3737277]

8th CLASS

I, Enrique Vila Casas, Secretary of the Board of Directors of PRODES, S.A., Company
registered address in Sant Just Desvern,

C E R T I F Y :

That as a result of the corresponding document, legally approved, at the Board of
Directors Meeting held on 25th October 1984, attended by all the members thereof, under
the Chairmanship of Antonio Vila Casas and with the undersigned acting as Secretary,
unanimous approval was conceded to the following

A G R E E M E N T :

"To expressly empower the Director, Mr. Juan Martín Pujol, in order that on behalf of
the Company, he may: sell, assign and transfer to "PRODES-FARMA, S.A." the
departments and activities of Overseas Trade, Administration and Research, with their
respective elements, facilities, stocks, rights and the staff employed thereby, as well as the
trademarks, patents, industrial property rights, etc., either wholly or partially and at the
price and under the conditions that he may freely determine; subscribing and granting to
that effect whatsoever public and/or private documents that may be required, or that he
may consider convenient to such ends."

And in order that it may be placed on the record to that effect, I issue this present
Certification, approved by the Chairman, in Sant Just Desvern, on 28th October 1984.

Approved by
The Chairman

[ILLEGIBLE SIGNATURE]

[ILLEGIBLE SIGNATURE]

Signed by Antonio Vila Casas



8th CLASS

I, Enrique Vila Casas, Secretary of the Board of Directors of LABORATORIOS BERENGUER BENEYTO, S.A., Company registered address in Madrid,

C E R T I F Y :

That as a result of the corresponding document, legally approved, at the Board of Directors Meeting held on 25th October 1984, attended by all the members thereof, under the Chairmanship of Antonio Vila Casas and with the undersigned acting as Secretary, unanimous approval was conceded to the following

A G R E E M E N T :

“To expressly empower the Director, Mr. Juan Martín Pujol, in order that on behalf of the Company, he may: sell, assign and transfer to “PRODES-FARMA, S.A.” the departments and activities of Overseas Trade, Administration and Research, with their respective elements, facilities, stocks, rights and the staff employed thereby, as well as the trademarks, patents, industrial property rights, etc., either wholly or partially and at the price and under the conditions that he may freely determine; subscribing and granting to that effect whatsoever public and/or private documents that may be required, or that he may consider convenient to such ends.”

And in order that it may be placed on the record to that effect, I issue this present Certification, approved by the Chairman, in Madrid, on 28th October 1984.

Approved by
The Chairman

[ILLEGIBLE SIGNATURE]

[ILLEGIBLE SIGNATURE]

Signed by Antonio Vila Casas



8th CLASS

I, Enrique Vila Casas, Secretary of the Board of Directors of LABORATORIOS FUNK, S.A., Company registered address in Barcelona,

C E R T I F Y :

That as a result of the corresponding document, legally approved, at the Board of Directors Meeting held on 25th October 1984, attended by all the members thereof, under the Chairmanship of Antonio Vila Casas and with the undersigned acting as Secretary, unanimous approval was conceded to the following

A G R E E M E N T :

“To expressly empower the Director, Mr. Juan Martín Pujol, in order that on behalf of the Company, he may: sell, assign and transfer to “PRODES-FARMA, S.A.” the departments and activities of Overseas Trade, Administration and Research, with their respective elements, facilities, stocks, rights and the staff employed thereby, as well as the trademarks, patents, industrial property rights, etc., either wholly or partially and at the price and under the conditions that he may freely determine; subscribing and granting to that effect whatsoever public and/or private documents that may be required, or that he may consider convenient to such ends.”

And in order that it may be placed on the record to that effect, I issue this present Certification, approved by the Chairman, in Barcelona, on 28th October 1984.

Approved by
The Chairman

[ILLEGIBLE SIGNATURE]

Signed by Antonio Vila Casas

[ILLEGIBLE SIGNATURE]



[THE TOP OF EACH OF THE OBVERSE SIDE OF THE FOLLOWING TWO 8th CLASS SHEETS, THE FIRST OF WHICH IS WRITTEN HORIZONTALLY ON BOTH THE OBVERSE AND REVERSE SIDES AND THE SECOND ON THE OBVERSE ONLY, BEARING STATE TAX STAMP AND AFFIXED WITH A 5 PTAS. STAMP, NUMBERED IN THE TOP RIGHT HAND CORNER 0A5000771 AND 0A5000770, STAMPED WITH THE SEAL OF "THE NOTARY OF ANTONIO CLAVERA ESTEVA - BARCELONA, NIHIL PRIUS FIDE"][OBVERSE OF SHEET 0A5000771]]

"PRODES, S.A." PATENTS

	NUMBER	COUNTRY	OBJECT	DATE OF CONCESSION.		
				INDUSTRIAL PROPERTY	USTRIAL PROP.	REG. APPLICATION
1.	520,813	SPAIN	Procedure for obtaining ester from acid 2-/(2.6 dichlorophenyl	20.2.84		
2.	84400549.6	EUROPE	New 2 -/(2.6-dichlorophenyl) amine/ phenylacetoxyacetyl derivatives, the process for preparing the same and their use in therapeutics.		19.03.84	
3.	590,018	USA	2-(2.6-dichlorophenyl)amine) phenylacetoxyacetyl derivatives and therapeutic compositions containing the same.		13.03.84	
4.	54144/1984	JAPAN	2-(2.6-dichlorophenyl)amine) phenylacetoxyacetyl derivatives and therapeutic compositions containing the same.		23.03.84	
5.	530,228	SPAIN	Procedure for preparation of acids 1-alkyl-6-fluoro-7-(1-piperazine)-4-oxo-1, 4-dihydro-quinoline-3-carboxylic.		27.03.84	
6.	517,500	SPAIN	Procedure for obtaining 3-methoxy-1-n-methylmorphinane complex and theophyllinacetic acid, (1:2).	11.10.83		
7.	83402220.4	EUROPE	3-methoxyl-N-methylmorphinane:theophyllinacetic acid (1:2) complex, process for preparing the same and therapeutic use of said complex.		18.11.83	
8.	552,677	USA	Process for obtaining complex of 3-methoxy-N-methylmorphinan with 7- theophyllinacetic acid (1:)		17.11.83	
9.	218,560/1983	JAPAN	Complex of -3-methoxyl-N-methylmorphinane with theophyllinacetic acid and process of production thereof.		19.11.83	



"PRODES. S.A." PATENTS

			DATE OF CONCESSION. INDUSTRIAL PROPERTY REG. CERTIFICATE	DATE OF IND- USTRIAL PROP. REG. APPLICATION
	<u>NUMBER</u>	<u>COUNTRY</u>	<u>OBJECT</u>	
10.	510,759	SPAIN	Procedure for obtaining N-[(2-oxo-1-pyrrolidinyl) acetyl] piperazine substitutes	18.11.82
11.	510,760	SPAIN	Procedure for obtaining N-[2-(2'-oxo-1'-pyrrolidinyl)-2-oxo-ethyl]piperazine substitutes.	18.11.82
12.	510,761	SPAIN	Preparation procedure for 2-oxo-1-pyrrolidinylacetate of 3,3,5-trimethylcyclohexyl	19.11.82
13.	510,762	SPAIN	Preparation procedure for 2-oxo-1-pyrrolidinylacetate of 3,3,5-trimethylcyclohexyl	19.11.82
14.	511,181	SPAIN	Procedure for obtaining N-[(2-oxo-1-pyrrolidinyl) acetyl] piperazine substitutes	1.12.82
15.	83400607.4	EUROPE	New N-[(2-oxo-1-pyrrolidinyl) acetyl] piperazines, the methods of producing such new compounds and their salts as well as pharmaceutical preparations for therapeutic use containing these compounds or salts.	23.03.83
16.	83400608.2	EUROPE	New 2-oxo-1-pyrrolidineacetic acid esters, their methods of production and therapeutic compositions containing the same.	23.03.83
17.	49658/1983	JAPAN	new 2-oxo-1-pyrrolidineacetic acid esters, methods of production and therapeutic compositions.	24.03.83



"PRODES, S.A." PATENTS

DATE OF CONCESSION.
INDUSTRIAL PROPERTY
REG. CERTIFICATE

DATE OF IND-
USTRIAL PROP.
REG. APPLICATION

OBJECTCOUNTRYNUMBER

24.03.83

18. New N-(2-oxo-1'pyrrolidinyl)acetyl piperazines, the methods of producing such new compounds and their salts as well as pharmaceutical preparation for therapeutic use.

JAPAN

49659/1983

26.10.83

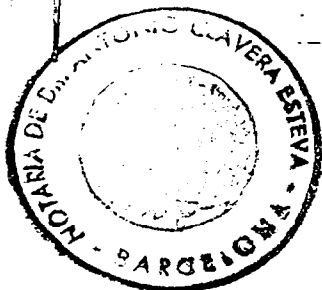
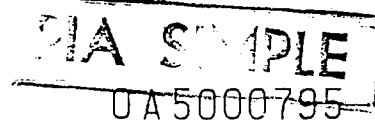
19. Procedure for the preparation of 3,7-dihydro-1h-purines-2,6-dione substitutes.

SPAIN

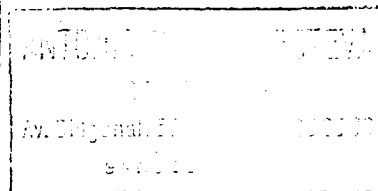
518,050



262/85



CLASE 8ª



NUMERO DOSCIENTOS SESENTA Y DOS.-----

- COMPRAVENTA DE MARCAS Y PATENTES -

En Barcelona, mi residencia, a veinticinco de ene
ro de mil novecientos ochenta y cinco.-----

Ante mí ANTONIO CLAVERA ESTEVA, Notario del Ilus-
tre Colegio de Barcelona, comparecen:-----

De una parte, DON JUAN MARTÍN Y PUJOL, mayor de =
edad, casado, economista y vecino de Bellaterra (Bar
celona) con domicilio en Avenida Bertomeu 27, provis
to de D.N. de I. 37.566.046.-----

Y de otra, DON ANTONIO VILA Y CASAS, mayor de edad
casado, farmacéutico, y vecino de 08007 Barcelona, =
con domicilio en Rambla de Cataluña 25, provisto de =
D.N. de I. número 36.185.054.-----

INTERVIENEN, a saber:-----

1) El primero, en nombre y representación de:-----

a) "PRODES; SOCIEDAD ANONIMA"; domiciliada en Sant
Just Desvern (Barcelona), calle Trabajo, sin número;=
constituída por tiempo indefinido en escritura que =
autorizó en 30 de diciembre de 1.949 el Notario que =



PATENT

REEL: 9614 FRAME: 0427

fué de esta ciudad, D. José-María Gich y Pi. Después =
de la adaptación y de varias modificaciones de sus Es-
tatutos fueron estos refundidos en escritura que auto-
rizó en 14 de diciembre de 1.970 el Notario que fué de
esta ciudad D. Antonio Clavera Armenteros; y traslada-
do su domicilio social al indicado, en escritura que =
autorizó en 14 de diciembre de 1.973 el Notario de Bar-
celona D. Pedro Calatayud y de Roca. Consta inscrita =
la Sociedad en el Registro Mercantil de esta Provincia
en la hoja 3.019, folio 162 del tomo 1.638, libro 1065
de la Sección 2ª de Sociedades, y está provista de Tar-
jeta de Identidad Fiscal A-08075988.-----

b) "LABORATORIOS FUNK, SOCIEDAD ANÓNIMA", domicilia-
da en Barcelona; constituida por tiempo indefinido, en
escritura que autorizó en 24 de diciembre de 1.935 el-
Notario que fué de esta ciudad, D. Ramón Faus y Esteve
adaptados sus estatutos a la vigente legalidad y refun-
didos los mismos, en escritura que autorizó en Manlleu
el 17 de diciembre de 1.953 el Notario que a la sazón-
era de dicha población, D. Antonio Royán y Páez. Cons-
ta inscrita la Sociedad en el Registro Mercantil de es-
ta provincia, en la hoja 19.190, folio 187 del tomo =
711, libro 247 de la sección 2ª de Sociedades y está =
provista de T.I.F. número A-08035834.-----





CLASE 8ª



0A5000794

c) "LABORATORIOS BERENGUER BENEYTO, SOCIEDAD ANÓNIMA", domiciliada en Madrid, calle Marqués de Ahumada 5; constituida por tiempo indefinido con la denominación de "Berenguer Beneyto y Cía" en escritura = que autorizó en 3 de junio de 1.941 el Notario que = fué de Madrid, D. Luís Hernández y González; modificada por otras, y transformada en anónima con el nombre de "Berenguer Beneyto, S.A" en escritura que autorizó en 24 de junio de 1966 el Notario de Madrid, = D. José-Luís Alvarez Alvarez; y modificados parcialmente sus estatutos en escritura que autorizó el Notario de Madrid, D. Rafael-Martín Forero Lorente como sustituto del dicho Notario Sr. Alvarez con el número 1.267 de su protocolo, cuya escritura causó en = el Registro Mercantil de Madrid, la inscripción 20, = al folio 49 del tomo 2.223 general, 1.591 de la sección 3ª de Sociedades, hoja 7.885, y está provista = de Tarjeta de Identidad Fiscal A-28027787.-----

Los particulares de dichas representaciones los = testimoniaré a continuación de la presente escritura.



PATENT

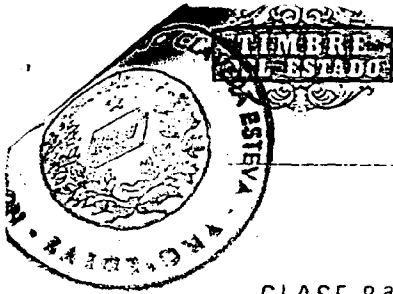
REEL: 9614 FRAME: 0429

Y se halla facultado a los fines de la presente, =
en virtud de sendos acuerdos adoptados por el Consejo
de administración de dichas Sociedades, en sesión de
fecha 25 de octubre de 1.984, según se acredita con =
las certificaciones de las actas correspondientes que
libradas por el Secretario de dichos Consejos D. Enri- =
que Vila Casas, con el Visto Bueno del Presidente, D.
Antonio Vila Casas, cuyas firmas legítimas, se me en- =
tregan e incorporo yo el Notario, a esta matriz para =
formar parte de la misma.-----

Y D. Antonio Vila Casas en nombre y representación
como Consejero-Delegado de la Compañía Mercantil, de
nacionalidad española denominada "PRODESFARMA, SOCIE-
DAD ANÓNIMA", domiciliada en Sant Just Desvern (Barce-
lona), calle Trabajo, sin número; constituida por - =
tiempo indefinido con la denominación de "Tresquim, =
S.A" en escritura que autorizó en 10 de mayo de 1974
el Notario de esta ciudad D. Antonio Beaus Codes; y =
cambiada su denominación social por la indicada, y =
trasladado su domicilio social, dejándolo establecido
donde ha quedado indicado, en escritura autorizada en
30 de noviembre de 1.984 por mí el suscrito con el nú-
mero 4.610 de protocolo.-----

Consta inscrita la Sociedad en el Registro Mercan-





CLASE 8ª



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til de esta Provincia, en la hoja 26.178, folio 178= del tomo 2.479, libro 1.864 de la sección 2ª de So= ciedades; y está provista de Tarjeta de Identidad = Fiscal número A-08352758.-----

De los Estatutos por los que se rige la entidad,= transcribo los particulares pertinentes a los fines= de la presente: "Artículo 3º.- El objeto social, lo = constituye la fabricación de materias primas para la industria química en general, y farmacéutica, la im= portación, exportación, compra, almacenamiento, re= presentación y venta de materias primas para las in= dustrias químicas y farmacéuticas, la investigación= de principios y productos químicos y farmacéuticos,= la obtención y concesión de registros, patentes y li= cencias y la participación en Sociedades de objeto = análogo y en laboratorios químicos y farmacéuticos,= y en general cualesquiera otras actividades de líci= to comercio que acuerde la Junta General de accionis= tas, cumpliendo los requisitos legales incluso en su caso, la inscripción en el Registro Mercantil." = "Ar



título 189.- El Consejo de administración, y en su caso los administradores solidarios, tiene plenitud de facultades para la administración de los negocios y para representar a la Sociedad y de un modo especial, queda autorizado para hacer uso de las siguientes facultades que se hacen constar con carácter limitativo, a saber: a) Convocar...i) Contratar y obligarse en representación de la Compañía, acordando y otorgando toda clase de documentos necesarios, incluso escrituras públicas de cualquier clase, dentro de la actividad resultante del objeto social...11) Formular toda clase de contratos de adquisición de patentes, procedimientos, primeras materias y suministro tanto en España como en el extranjero, así como formular los contratos de venta que crea oportunos, en las condiciones que tenga por mas convenientes a los intereses de la Sociedad...o) Comprar, vender, arrendar y gravar toda clase de bienes muebles e inmuebles..." = "Artículo 190.- El Consejo de administración podrá delegar aquellas de sus facultades que la Ley y los Estatutos le permitan en favor de uno o mas de sus miembros, que actuarán con el nombre de Consejeros-Delegados. En el momento de su nombramiento se determinarán las funciones y facultades que se les otorguen..." -----



PATENT

REEL: 9614 FRAME: 0432



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CLASE 8ª

Lo transcrito concuerda con la copia auténtica de la escritura de nombramiento de cargos, autorizada = en 30 de noviembre de 1.984 por mí el suscrito , y = cuya escritura está pendiente de inscripción en el = Registro Mercantil, y en la que consta el nombra- miento como Consejero-Delegado de la Sociedad, de D. Antonio Vila Casas con atribución de las facultades legalmente delegables del Consejo de administración= señaladas en el artículo 18 así como de las señala- das en los dos ultimos párrafos del artículo 19 de = los Estatutos sociales, por mientras este continúe = como miembro del Consejo de administración de la So- ciedad. En la dicha escritura consta su aceptación = al cargo que manifiesta continúa subsistente en la = actualidad.-----

Conozco a los señores comparecientes que me han = manifestado sus expresadas circunstancias persona- = les. Y según intervienen, aseguran tener y a mi jui- cio tienen la capacidad legal necesaria para otorgar la presente escritura de COMPRAVENTA DE MARCAS Y PA-



TENTES.-----

- EXPONEN -

I.- Que la Compañía "PRODES, SOCIEDAD ANONIMA" es =
propietaria, por justos títulos de adquisición de las =
marcas y patentes que constan reseñadas en catorce fo- =
lios de papel común que el Sr. Martin me entrega, e in-
corporo a esta matriz para formar parte de la misma.---

II.- Que la Compañía "LABORATORIOS BERENGUER BENEYTO
SOCIEDAD ANONIMA" es propietaria de las marcas ~~-----~~
~~---~~ que constan reseñadas en seis folios de papel común
que el mismo señor Martín me entrega y yo el Notario, =
incorporo a esta matriz para formar parte de la misma.-

III.- Que "LABORATORIOS FUNK, SOCIEDAD ANONIMA" es =
propietaria, asimismo por justos títulos de adquisición
de las marcas ~~-----~~ que constan reseñadas en los =
cuatro folios de papel común que el mismo señor Martín=
me entrega y que yo el Notario, incorporo a esta matriz
para formar parte de la misma.-----

IV.- Las empresas, aquí comparecientes integradas to-
das ellas dentro del mismo Grupo empresarial, después =
del oportuno estudio de sus respectivas conveniencias =
y de los superiores intereses comunes, decidieron cons-
tituirse en un Grupo consolidado alrededor de "PRODES--
FARMA; SOCIEDAD ANONIMA" (antes TRESQUIM, S.A) como So-
ciedad dominante, a cuyo efecto, previa la oportuna con



PATENT

REEL: 9614 FRAME: 0434



0A5000791



CLASE 8a

sulta vinculante evacuada favorablemente por la administración, y dentro de esta política de consolidación PRODESFARMA, S.A ha pasado a detentar la propiedad de la totalidad de acciones de los tres citados Laboratorios "Prodes, S.A", "Laboratorios Berenguer Beneyto, S.A" y "Laboratorios Funk, S.A".-----

Como consecuencia de ello, existiendo una plena comunidad de intereses, ha parecido oportuno centralizar y pasar a la empresa dominante "PRODESFARMA, S.A" bienes, derechos, departamentos y actividades.que - = afectan primordialmente a todo el Grupo.-----

Dentro de este criterio, se ha juzgado conveniente transferir a "PRODESFARMA, S.A" por parte de las otras tres Sociedades comparecientes, determinadas marcas y patentes propiedad de estas que no están prácticamente utilizadas y que constituyen un fondo a desarrollar con la idea de que sea la Sociedad dominante la que = las aplique y desarrolle para una plena efectividad = de este fondo patrimonial y de acuerdo con los superiores intereses generales del Grupo.-----



A tal objeto, formalizan el presente contrato de =
compraventa de marcas y patentes, en el cual, por las
razones expuestas, en aras a la simplificación y por=
no perseguir las partes ningun objeto crematístico o=
de beneficio, se ha fijado como criterio único un pre=
cio alzado de cinco mil pesetas por cada marca, y dos=
cientas cincuenta mil pesetas por cada patente.-----

- OTORGAN -

A) La Compañía "Prodes, Sociedad Anónima" represen=
tada en este acto por D. Juan Martín Pujol, VENDE a =
la Compañía "Prodesfarma, S.A" que representada por =
D. Antonio Vila y Casas, COMPRA, las seiscientas vein=
te marcas y diecinueve patentes reseñadas en la rela=
ción incorporada a esta matriz, de la que se ha hecho
mencion precedentemente, por el precio en junto, de =
SIETE MILLONES OCHOCIENTAS CINCUENTA MIL PESETAS (de=
las que corresponden respectivamente 3.100.000 pese=
tas a las marcas y 4.750.000 pesetas a las patentes).

B) La Compañía "Laboratorios Berenguer Beneyto, So=
ciedad Anónima" representada por el mismo Sr. Martin,
VENDE a la Compañía "Prodesfarma, S.A" representada =
por el dicho Sr, Vila, las doscientas veinte marcas =
reseñadas en la relación incorporada a esta matriz, =
por el precio en junto, de UN MILLÓN CIEN MIL PESETAS.



PATENT

SEMPRE
DEL ESTADO



CLASE 8ª



0A5000790

C) Y "LABORATORIOS FUNK, S.A" representada por el mismo dicho Sr. Martín, VENDE a la Compañía "Prodes-farma, S.A" que representada por dicho Sr.Vila Casas COMPRA las ciento sesenta marcas reseñadas en la relación incorporada a esta matriz, por el precio en = junto, de OCHOCIENTAS MIL PESETAS.-----

El total precio de esta venta es pues, en junto, = el de NUEVE MILLONES SETECIENTAS CINCUENTA MIL PESE-TAS.-----

Dicha total cantidad, confiesa el Sr. Martín ha=berla recibido para sus representadas antes de este=acto, de manos del representante de la entidad com=pradora, a su satisfacción, por lo que firma aquel = según actúa en favor de éste la mas eficaz carta de=pago.-----

D) Se venden las referidas marcas y patentes en = calidad de libres de cargas y al corriente de sus = obligaciones fiscales, quedando obligadas las entida=des vendedoras, al saneamiento conforme a Derecho. = Al propio tiempo el representante de las entidades =



vendedoras, se obliga, frente a la entidad compradora, a prestar su colaboración en cuanto fuere necesario, = ante los organismos y oficinas competentes a fin de lo grar la inscripción y transferencia de los derechos de propiedad industrial vendidos. -----

E) Convienen expresamente que todos cuantos gastos e impuestos se ocasionen por razón de esta escritura, serán a cargo de la entidad compradora.-----

- AUTORIZACIÓN -

ASI LO OTORGAN los señores comparecientes, a los que hago las reservas y advertencias legales pertinentes a este instrumento, que leo en alta voz a los mismos, = porque no han usado del derecho que a leerla por sí = les asiste según les he advertido. Enterados de su con tenido, lo aprueban y firman vonmigo el Notario, con= signando finalmente que la presente queda extendida en seis folios de clase octava Serie 0A números 5.008.699 5.008.702, 5.008.703, 5.008.704, 5.008.709 y el del = presente; de todo lo cual, yo el Notario, doy fe.





0A5000789

CLASE 8.ª

De la matriz número 4.610 de mi protocolo, de fecha 30 de noviembre de 1.984, transcribo los particulares= pertinentes a los fines de la presente: "Artículo 18º.- El Consejo de administración y en su caso, los adminis= tradores solidarios, tiene plenitud de facultades para la administración de los negocios y para representar a la Sociedad, y de un modo especial queda autorizado pa= ra hacer uso de las siguientes facultades que se hacen constar con carácter limitativo, a saber: a) Convocar= ...i) Contratar y obligarse en representación de la = Compañía, acordando y otorgando toda clase de documen= tos necesarios, incluso escrituras públicas de cual= = quier clase, dentro de la actividad resultante del ob= jeto social.= j) Cobrar y pagar cuantas cantidades = acredite o deba la Sociedad...= ll) Formular toda cla= se de contratos de adquisición de patentes, procedi= = mientos, primeras materias y suministro tanto en España como en el extranjero, así como formular los contratos de venta que crea oportunos en las condiciones que ten= ga por mas conveniente a los intereses de la Sociedad.



PATENT

REEL: 9614 FRAME: 0439

m) Acordar las compras de mercaderías, precio de ellas y regular el de las ventas, determinando las condiciones en que deban efectuarse..." = "Artículo 19º.- El = Consejo de administración podrá delegar aquellas de = sus facultades que la Ley y los Estatutos le permitan, en favor de uno o varios de sus miembros, que actuarán con el nombre de Consejeros-Delegados. En el momento = de su nombramiento se determinarán las funciones y facultades que se les otorguen." -----

Y en la dicha escritura por mí autorizada en 30 de noviembre de 1.984, D. Juan Martín y Pujol fué nombrado Vocal del Consejo de administración de la Compañía "PRODES, S.A".-----

b) Se me exhibe copia auténtica de la escritura de = cese y nombramiento de cargos autorizada en 28 de diciembre de 1.983 por mi compañero, Notario de esta ciudad D. José Solís y Lluch, cuya escritura causó en el Registro la inscripción 48 al folio 159 del tomo 4.503 libro 3.830 de la sección 2ª de Sociedades, hoja 48405 de cuya escritura transcribo los particulares pertinentes a los fines de la presente, dando fe yo el Notario de que nada de lo omitido limita, ni en forma alguna, = modifica, condiciona o desvirtúa lo transcrito: "Artículo 22º.- El Consejo estará revestido de amplios pode=





0A5000788



res, sin limitacion ni reserva de clase alguna para realizar toda clase de operaciones relacionadas con el objeto social y de un modo especial sin que ello represente limitación de clase alguna, las siguientes: a) _ostentar la firma y representación jurídica de la Compañía...celebrando y autorizando toda = clase de actos y contratos.=...d) Delegar total o = parcialmente sus facultades excepto las indelegables por ministerio de la Ley en uno o varios Consejeros= que se denominarán Consejeros-Delegados..." -----

Y en la dicha escritura, consta el nombramiento = de D. Juan Martin y Pujol, como Consejero de la Sociedad, "Laboratorios Funkl S.A." y su aceptación al = cargo.-----

c) Se me exhibe copia auténtica de la escritura= de nombramiento de cargos por mi autorizada en 30 = de noviembre de 1.984, con el número 4.619 de mi = protocolo, de la que transcribo los particulares = pertinentes a los fines de la presente, dando fe yo el Notario, de que nada de lo omitido limita, ni en



PATENT

REEL: 9614 FRAME: 0441

forma alguna modifica, condiciona o desvirtúa lo transcrita: "Artículo 19.- El Consejo de administración estará investido de los poderes mas amplios para la gestión de los intereses sociales, y podrá en su consecuencia determinar los negocios que han de emprenderse y el desarrollo que haya de dárseles, ejecutar los actos y celebrar los contratos que sean necesarios o convenientes para la realización del objeto social sin exceptuar los que versen sobre la adquisición o enajenación de bienes incluso inmuebles...y resolver sobre todo lo relativo a las operaciones permitidas a la Compañía por sus estatutos sin otras limitaciones que las que se consignan en los mismos como atribuciones de la Junta General..." = "Artículo 23.- El Consejo de administración podrá delegar en uno o mas Consejeros todas o algunas de sus facultades con las limitaciones contenidas en la Ley de regimen juridico de las Sociedades Anónimas".-----

Y en la dicha escritura D. Juan Martin Pujol, fué nombrado miembro del Consejo de administración de la Compañía "Laboratorios Berenguer Beneyto, S.A" constando su aceptación al cargo.-----

Y PARA QUE CONSTE y sirva de complemento a la precedente escritura matriz, libro el presente testimonio =



PATENT

REEL: 9614 FRAME: 0442



0A5000787

parcial y en relación a los documentos meritados, que se extiende a continuación de la precedente y de su = ultimo folio que es de clase octava Serie 0A número = 5.008.710, y en los de la misma clase y serie, núme= ros 4.169.741, 4.169.743 y el del presente, que signo firmo, rubrico y sello en Barcelona, en el mismo dia= del otorgamiento de la escritura precedente. Doy fe.

LA SIMPLE



PATENT

REEL: 9614 FRAME: 0443



0A3737277

D. Enrique Vila Casas, Secretario del Consejo de Administración de PRODES, S.A. con domicilio en Sant Just Desvern, - - - - -

C E R T I F I C O :

Que según resulta del Acta correspondiente, aprobada en legal forma, en la reunión del Consejo de Administración de la Sociedad, celebrada el día 25 de Octubre de - - 1.984, con asistencia de todos sus componenets, bajo la Presidencia de D. Antonio Vila Casas y actuando como Secretario el que suscribe, se tomó por unanimidad el siguiente A C U E R D O :

"Facultar y delegar expresamente al Consejero D. -- Juan Martín Pujol, para que en nombre de la Sociedad pueda vender, ceder y transferir a "PRODES-FARMA, S.A." los departamentos y actividades de Comercio Exterior, Administración, e investigación, con sus respectivos elementos, instalaciones, stocks, derechos y personal adscritos, así como marcas, patentes, derechos de propiedad industrial, etc., en todo o en parte y por el precio y condiciones que libremente determine; suscribiendo y otorgando al efecto cuantos documentos públicos y/o privados fuesen necesarios o convenientes a tales fines."

Y para que así conste y a los oportunos efectos expido la presente Certificación con VºBº del Sr. Presidente en Sant Just Desvern a 26 de Octubre de 1.984.

VºBº

El Presidente.

Fdo. Antonio Vila Casas.

PATENT



TIMBRE
DEL ESTADO



— 2 —
0A3737285



D. Enrique Vila Casas, Secretario del Consejo de Administración de LABORATORIOS BERENGUER BENEYTO, S.A. con domicilio en Madrid, - - - - -

C E R T I F I C O :

Que según resulta del Acta correspondiente, aprobada en legal forma, en la reunión del Consejo de Administración de la Sociedad, celebrada el día 25 de Octubre de 1.984, con asistencia de todos sus componentes, bajo la Presidencia de D. Antonio Vila Casas y actuando como Secretario el que suscribe, se tomó por unanimidad el siguiente -
A C U E R D O :

"Facultar y delegar expresamente al Consejero D. -- Juan Martín Pujol, para que en nombre de la Sociedad pueda vender, ceder y transferir a "PRODES-FARMA, S.A." los departamentos y actividades de Comercio Exterior, Administración, e investigación, con sus respectivos elementos, instalaciones, stocks, derechos y personal adscritos, así como marcas, patentes, derechos de propiedad industrial, etc., en todo o en parte y por el precio y condiciones que libremente determine; suscribiendo y otorgando al efecto cuantos documentos públicos y/o privados fuesen necesarios o convenientes a tales fines."

Y para que así conste y a los oportunos efectos expido la presente Certificación con VºBº del Sr. Presidente en Madrid, a 28 de Octubre de 1.984.

VºBº

El Presidente.

Fdp: Antonio Vila Casas.

PATENT





-3-

0A3737283

CLASE 8.^a

D. Enrique Vila Casas, Secretario del Consejo de Administración de LABORATORIOS FUNK, S.A. con domicilio en -
Barcelona. - - - - -

C E R T I F I C O :

Que según resulta del Acta correspondiente, aprobada en legal forma, en la reunión del Consejo de Administración de la Sociedad, celebrada el día 25 de Octubre de --
1.984, con asistencia de todos sus componentes, bajo la -
Presidencia de D. Antonio Vila Casas y actuando como Secretario el que suscribe, se tomó por unanimidad el siguiente
A C U E R D O :

"Facultar y delegar expresamente al Consejero D. -
Juan Martín Pujol, para que en nombre de la Sociedad pueda vender, ceder y transferir a "PRODES-FARMA, S.A." los -
departamentos y actividades de Comercio Exterior, Administración, e investigación, con sus respectivos elementos, -
instalaciones, stocks, derechos y personal adscritos, así como marcas, patentes, derechos de propiedad industrial, -
etc., en todo o en parte y por el precio y condiciones -
que libremente determine; suscribiendo y otorgando al efecto cuantos documentos públicos y/o privados fuesen necesarios o convenientes a tales fines."

Y para que así conste y a los oportunos efectos expido la presente Certificación con VºBº del Sr. Presidente en Barcelona, a 28 de Octubre de 1.984.

VºBº

El Presidente.

PATENT





0A5000771

590018

PATENTES "PRODES, S.A."

FECHA CONGE-
SION S/. CER-
TIFICADO REG.
PROP. IND.FECHA SOLI-
CITUD S/. CER-
TIFICADO REG.
PROP. IND.

8a

OBJETO

PAIS

NUMERO

Procedimiento para la obtención del ester
del ácido 2-(2,6-Diclorofenil)

20.2.84

ESPAÑA

520.813

New 2-((2,6-dichlorophenyl)amino)phenyla-
cetoxyacetyl derivatives, the process for
preparing the same and their use in thera-
peutics.

EUROPA

84400549.6

2-(2,6-Dichlorophenyl)amino)phenylacetoxya-
cetyl derivatives and therapeutic composi-
tions containing same.

EEUU

590.018

2-(2,6-Dichlorophenyl)amino)phenylacetoxya-
cetyl derivatives and therapeutic composi-
tions containing same.

JAPON

54144/1984

Procedimiento para la preparación de aci-
dos 1-alkyl-6-fluoro-7-(1-piperazinil)-
4-oxo-1, 4-dihidro-quinolin-3-carboxílico

ESPAÑA

530.228

Procedimiento para la obtención del com-
plejo 3-metoxi-n-metilmorfina y ácido
teofilinacético, (1:2).

ESPAÑA

517.500

3-methoxy-N-methylmorphinane:theophylline
cetic acid (1:2) complex, process for pre-
paring the same an therapeutic use of
said complex.

EUROPA

83402220.4

Process for obtaining complex of 3-methoxy
-N-methylmorphinan with 7-theophyllineacetic
acid (1:2)

EEUU

552.677

Complex of 3-methoxy-N-methylmorphinane with
theophyllineacetic acid and process of produc-
tion thereof

JAPON

218.560/1983

18.11.83

17.11.83

19.11.83

11.10.83

PATENT

REEL: 9614 FRAME: 0447

FECHA CONCE-
SION S/.CER-
TIFICADO REG.
PROP. IND.

OBJETO

PAIS

NUMERO

10

510.759

ESPAÑA

Procedimiento para la obtención de N-f
(2-oxo-1-pirrolidinil) acetil/piperazi-
nas sustituidas

18.11.82

11

510.760

ESPAÑA

Procedimiento para la obtención de N-
(2-(2'-oxo-1'-pirrolidinil)-2-oxo)
etilpiperazinas sustituidas

18.11.82

12

510.761

ESPAÑA

Procedimiento de preparación de 2-oxo-1-
pirrolidinilacetatos de 3,3,5-trimetil-
ciclohexilo

19.11.82

13

510.762

ESPAÑA

Procedimiento de preparación de 2-oxo-1-
pirrolidinilacetatos de 3,3,5-trimetil-
ciclohexilo.

19.11.82

14

511.181

ESPAÑA

Procedimiento para la obtención de N-
f (2-oxo-1-pirrolidinil)acetil/piperazi-
nas sustituidas.

1.12.82

15

834.00607.4

EUROPA

New N-f(2-oxo-1-Pyrrolidinyl)acetil/pipe-
racines, the methods of producing such new
compounds and their salts as well as pharma-
ceutical preparations for therapeutic use
containing these compounds or salts.

23.03.83

16

834.00608.2

EUROPA

New 2-oxo-1-pyrrolidineacetic acid esters,
their methods of production and therapeu-
tic compositions containing the same

23.03.83

17

4.9658/1983

JAPON

New 2-oxo-1-tyrrolidineacetic acid esters,
methods of production and therapeutic com-
positions

24.03.83

26.



045000770



CLASE 8a



PATENTES "PRODES, S.A."

FECHA CONCE-
SION S/. CER-
TIFICADO REG.
PROP. IND.

FECHA SOLI-
CITUD EN
REG. PROP.
IND.

OBJETO

PAIS

NUMERO

24.03.83

New N-(2-oxo-1-pyrrolidinyl)acetyl
piperazines, the methods of produ-
cing such new compounds and their
salts as well as pharmaceutical pre-
paration for therapeutic use.

JAPON

49659/1983

26.10.83

Procedimiento de preparaci3n de 3,7-
dihidro-1h-purinas-2,6-diona substi-
tuidas".

ESPAÑA

518.050

