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Commissioner of Patent and Trade



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Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>McNeil Consumer Products Company</p> <p>Additional name(s) of conveying party(ies) attached?</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies):</p> <p>Name: McNeil-PPC, Inc.</p> <p>Street Address:</p> <p>Grandview Road</p> <p>City: Skillman</p> <p>State: NJ Zip: 08558</p> <p>Additional name(s) &amp; address(es) attached?</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: November 28, 1988</p>			
<p>4. Application number(s) or patent number(s): 4,820,524</p> <p>If this document is being filed together with a new application, the execution date of the application is:</p> <p>A. Patent Application No.(s) B. Patent No.(s)</p> <p>4,820,524</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Audley A. Ciamporcero, Jr., Esq. Chief Patent Counsel Johnson &amp; Johnson One Johnson &amp; Johnson Plaza New Brunswick, NJ 08933-7003</p>		<p>6. Total number of applications &amp; patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) ..... <u>\$40.00</u> Expedited Fee \$120.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Deposit Account Number: 10-0750/MCP-004/JFL</p>	
<p>9. Statement and signature</p> <p>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.</p> <p>Joseph F. Leightner</p> <p>Name of Person Signing Signature Date</p> <p>6/24/99</p> <p>Total number of pages including cover sheet, attachments, and document:</p>			

Mail documents to be recorded with required cover sheet information to:

Box Assignments  
Commissioner of Patent and Trademarks  
Washington, D.C. 20231

06/28/1999 TTON11 00000057 100750 4820524

01 FC:581 40.00 CH  
02 FC:584 120.00 CH

PATENT  
REEL: 9893 FRAME: 0891

FILED

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JANE BURGIO  
Secretary of State

**CERTIFICATE OF MERGER**

**OF**

**McNeil Consumer Products Company**

**INTO**

**Personal Products Company**

\* \* \* \* \*

**To: The Secretary of State  
State of New Jersey**

Pursuant to the provisions of Section 14A:10-7 Corporations, General, of the New Jersey Statutes, the undersigned corporations hereby execute the following Certificate of Merger:

**ARTICLE ONE**

The name of the corporation proposing to merge, and the name of the state under the laws of which such corporation is organized, is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
McNeil Consumer Products Company	Pennsylvania

**ARTICLE TWO**

The laws of Pennsylvania, the State under which such foreign corporation is organized, permit such merger and that the applicable provisions of the laws of said jurisdiction under which such foreign corporation was organized have been or, upon

compliance with filing and recording requirements, will have been complied with.

### ARTICLE THREE

The name of the surviving corporation shall be Personal Products Company and it shall be governed by the laws of the State of New Jersey.

The total authorized capital stock of the surviving corporation shall be twenty-five thousand (25,000) shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class as follows:

<u>Class</u>	<u>Series (if any)</u>	<u>Number of Shares</u>	<u>Par Value Per Share or statement shares are without par value</u>
Common	--	25,000	Without Par Value

The address of the surviving corporation's registered office is One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933, and the name of its registered agent at such address is J. TAYLOR WOODWARD, III.

### ARTICLE FOUR

The following Plan of Merger was approved by the shareholders and directors of the undersigned domestic corporation in the manner prescribed by the New Jersey Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the States under which it is organized:

# PLAN OF MERGER

\* \* \* \* \*

1. McNeil Consumer Products Company, a Pennsylvania corporation, shall merge with and into Personal Products Company, a New Jersey corporation, which shall be the surviving corporation.

2. The Certificate of Incorporation and the By-Laws of the surviving corporation, in effect at the effective time of the merger, shall continue to be and remain the Certificate of Incorporation and the By-Laws of the surviving corporation, except that the name of the surviving corporation shall be changed to McNEIL-PPC, Inc.

3. The directors and officers of the surviving corporation in office on the effective date of the merger shall be and remain the directors and officers of the surviving corporation until their successors are duly elected and appointed, all in accordance with law.

4. All the issued shares of McNeil Consumer Products Company and Personal Products Company are owned at the effective time of the merger by McNeilab, Inc., a Pennsylvania corporation. At the effective time of the merger, all the issued shares of McNeil Consumer Products Company shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

5. This merger shall become effective January 1, 1989.

## ARTICLE FIVE

As to each corporation whose shareholders are entitled to vote, the number of shares entitled to vote thereon, and if the shares of any class or series are entitled to vote thereon as a class, the designation and number of shares of each such class or series, is as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Entitled to Vote</u>
Personal Products Company	17,310
McNeil Consumer Products Company	100

ARTICLE SIX

As to each corporation whose shareholders are entitled to vote, the number of shares that voted for and against the merger, respectively, and the number of shares of any class or series entitled to vote as a class that voted for and against the merger are:

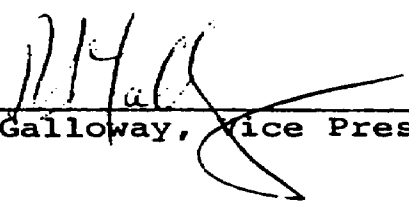
<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Against</u>	<u>Class</u>	<u>Shares Voted For</u>	<u>Against</u>
Personal Products Company	17,310	-0-	Common	17,310	-0-
McNeil Consumer Products Company	100	-0-	Common	100	-0-

ARTICLE SEVEN

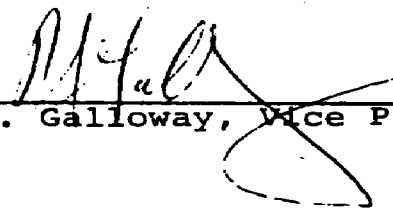
The effective date of this Certificate shall be January 1, 1989.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its Vice President as of the 28th day of November, 1988.

Personal Products Company

By   
P. S. Galloway, Vice President

McNeil Consumer Products Company

By   
P. S. Galloway, Vice President