

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
ZENTARIS AG	03/25/2003

RECEIVING PARTY DATA

Name:	Zentaris GmbH
Street Address:	Weismullerstrasse 45
City:	Frankfurt am Main
State/Country:	GERMANY
Postal Code:	60314

PROPERTY NUMBERS Total: 4

Property Type	Number
Application Number:	07690861
Application Number:	10080130
Patent Number:	5637568
Patent Number:	5516887

CORRESPONDENCE DATA

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NAME OF SUBMITTER:

Allan A. Fanucci

Total Attachments: 5

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PATENT

REEL: 014892 FRAME: 0100

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Certified Copy

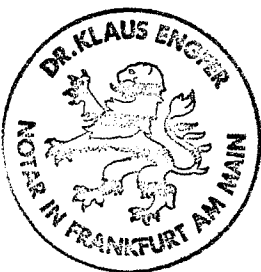
Number 1668 of the Roll of Deeds 2003

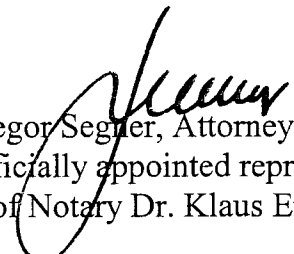
I hereby confirm according to the Commercial Registers of the Local Court Frankfurt which I inspected today,

- a) **Zentaris AG** (formally registered under No. HRB 50736) is completely merged into the limited liability corporation named "Blitz F02-570 GmbH",
- b) Blitz F02-570 GmbH (registered under No. HRB 56000) has changed its corporation name into **Zentaris GmbH**.

The entry of the merge and the change of the corporation name in the Commercial Register became effective on March 25th, 2003.

Frankfurt am Main, this 15th day of April 2003




Gregor Segner, Attorney-at-Law
as officially appointed representative
of Notary Dr. Klaus Engfer

Kostenberechnung

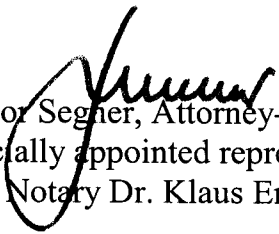
2x Gebühr §§ 141, 32, 150 II KostO	€ 50,00
16 % Mehrwertsteuer	€ 8,00
Summe	<u>€ 58,00</u>


Notarvertreter

I herewith certify that the copy hereinbefore is identical
with the Original before me.

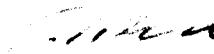
Frankfurt am Main, this 6th day of February 2004




Gregor Segner, Attorney-at-Law
as officially appointed representative
of Notary Dr. Klaus Engfer

RWS Group plc, of Europa House, Marsham Way, Gerrards Cross, Buckinghamshire, England, hereby declares that, to the best of its knowledge and belief, the following document, prepared by one of its translators competent in the art and conversant with the English and German languages, is a true and correct translation of the accompanying document in the German language.

Signed this 12th day of February 2004



C. E. SITCH

Deputy Managing Director - UK Translation Division

For and on behalf of RWS Group plc

Frankfurt am Main District Court				Thousands	Hundreds	Tens	Certified copy		Thousands	Hundreds	Tens	Commercial Register B 56000		Sheet 1
No. of entry	a) Company name b) Registered office c) Nature of the business	Nominal capital	Board General partners Managers Liquidators	Procura	Legal constitution	a) Date of entry and signature b) Notes								
1	2	3	4	5	6	7								
1	a) <u>Blitz F02-570 GmbH</u> b) <u>Frankfurt am Main</u> c) <u>Management of the company's own assets.</u>	25 000 EUR	<u>Nicole Liebera, born on 06.07.1969, Munich</u>	[Stamp: Express attention is drawn to the fact that the underlined parts of the entry in the following photocopy have been deleted in conjunction with the note on amendment and deletion.]	Limited liability company. The articles of association were concluded on January 25, 2002. <u>The manager Nicole Liebera has the right to represent the company alone. She is entitled to conclude legal transactions with the company with herself in her own name or as the representative of a third party (Section 181 BGB [German Civil Code]).</u>	a) 12.4.2002 [Signature] (Schleemann) b) Articles of association Sheet 14 ff. Separate Vol.								
2	a) Zentaris GmbH c) The development, production and marketing of and awarding of licenses for biopharmaceutical active substances and drug discovery and drug delivery technologies and the provision of services for the development of new medicaments and somatic gene therapy and cell therapy.		Prof. Jürgen Engel, born on 08.31.1945, Alzenau	Procura jointly with a manager or another procura holder: 1.) Dr. Manfred Peukert, born on 06.13.1949, Warstein; 2.) Dr. Eckhard Günther, born on 03.05.1956, Maintal; 3.) Dr. Matthias Rischer, born on 07.23.1963, Frankfurt am Main; 4.) Matthias Seeber, born on 03.28.1966, <u>Frankfurt am Main;</u>	By a resolution of the shareholders' meeting of February 24, 2003 and by a resolution of the general meeting of Zentaris AG in Frankfurt am Main of the same date, the latter company has merged with Blitz F02-570 GmbH on the basis of the merger agreement of February 24, 2003 by way of transfer of its assets in their entirety to Blitz F02-570 GmbH in accordance with Section 2(1) in conjunction with Section 46 ff. UmwG [German Company Conversion Act]. By a resolution of the shareholders' meeting of February 24, 2003, Article 1 (Company name) and Article 4 (Nature) of the articles of association have been amended. Prof. Jürgen Engel has been appointed a manager.	a) 3.25.2003 [Signature] (Strebel) b) Sheet 40 ff. Sep. Vol. Zentaris AG previously Frankfurt am Main District Court Comm. Reg. B 50736								

HR 9002 EDV - Card file sheet Comm. Reg. B -
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Frankfurt am Main District Court		Thousands	Hundreds	Tens	Certified copy		Thousands	Hundreds	Tens	Sheet 1	
							24680			Commercial Register B 56000	
No. of entry	a) Company name b) Registered office c) Nature of the business	Nominal capital	Board General partners Managers Liquidators	Procura	Legal constitution	a) Date of entry and signature b) Notes					
1	2	3	4	5	6	7					
					He represents the company jointly with another manager or jointly with a procura holder. If he is the sole manager, he represents the company alone. He is entitled to conclude legal transactions with the company with himself in his own name or as the representative of a third party (Section 181 BGB [German Civil Code]). Nicole Liebera is no longer a manager.						
3			Matthias Seeber, born on 03.28.1966, Frankfurt am Main	The procura (4.) for Matthias Seeber has been cancelled. Procura jointly with a manager or another procura holder: 5.) Günther Grau, born on 04.11.1964, Bad Vilbel;	The manager Prof. Jürgen Engel now has the right to represent the company alone. Matthias Seeber has been appointed a manager. He represents the company jointly with another manager or jointly with a procura holder. If he is the sole manager, he represents the company alone.	a) 8.5.2003 [Signature] (Möller)					
				[Stamp of Frankfurt am Main District Court]	It is hereby certified that this corresponds to the entries in the Commercial Register. Frankfurt (am Main), OCT. 28, 2003 [Signature] Roth as the Registrar at the Administrative Office						