

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Damon Biotech, Inc.
Abbott Biotech, Inc.

Execution Date(s) 03/15/1990 and 12/14/1995
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Abbott Laboratories
Internal Address: CHAD 0377/AP6A-1

Street Address: 100 Abbott Park Road

City: Abbott Park
State: IL
Country: USA Zip: 60064-6008
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Government Interest Assignment
 Executive Order 9424, Confirmatory License
 Other _____

4. Application or patent number(s): This document is being filed together with a new application.
A. Patent Application No.(s) _____
B. Patent No.(s) 5741682
Additional numbers attached? Yes No

5. Name and address to whom correspondence concerning document should be mailed:
Name: Robert DeBerardine
Internal Address: Abbott Laboratories
CHAD 0377/AP6A-1
Street Address: 100 Abbott Park Road

City: Abbott Park
State: IL Zip: 60064-6008
Phone Number: (847) 937-6369
Fax Number: (847) 938-2623
Email Address: _____

6. Total number of applications and patents involved: 1
7. Total fee (37 CFR 1.21 (h) & 3.41) \$ 40.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed
 None required (government interest not affecting title)

8. Payment Information
Credit Card Last 4 Numbers _____
Expiration Date _____
Deposit Account Number 01-0025
Authorized User Name _____

9. Signature: Cheryl L. Becker 11/11/04
Signature Date
Cheryl L. Becker, Reg. No. 35,441
Name of Person Signing Total number of pages including cover sheet, attachments, and documents:

CH \$40.00 010026 6741682

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ABBOTT BIOTECH, INC.", A DELAWARE CORPORATION, WITH AND INTO "DAMON BIOTECH, INC." UNDER THE NAME OF "ABBOTT BIOTECH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 1990, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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971149848

AUTHENTICATION: 8455857
05-07-97

DATE:

PATENT
REEL: 015370 FRAME: 0076

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3PM FILED

CERTIFICATE OF MERGER
OF
ABBOTT BIOTECH, INC.
INTO
DAMON BIOTECH, INC.

MAR 15 1990

[Signature]
SECRETARY OF STATE

The undersigned corporation, organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION</u> |
|----------------------|-------------------------------|
| Abbott Biotech, Inc. | Delaware |
| Damon Biotech, Inc. | Delaware |

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations and in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation of the merger is Damon Biotech, Inc., a Delaware corporation, but with its name changed to Abbott Biotech, Inc.

FOURTH: The Restated Certificate of Incorporation of the surviving corporation shall be as set forth in Attachment A.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 119 Fourth Avenue, Needham Heights, Massachusetts 02194.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: March 15, 1990.

DAMON BIOTECH, INC.

By William J. Long MD
President

ATTEST:

BY: Robert M. Stoddard
Asst Secretary

8372Y

RESTATED
CERTIFICATE OF INCORPORATION
OF
DAMON BIOTECH, INC.
(to be known as Abbott Biotech, Inc.)

The original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on April 3, 1981. The name under which the corporation was originally incorporated was Damon Biotech, Inc. Immediately prior to the effectiveness of this Restated Certificate of Incorporation, the corporation was named Damon Biotech, Inc. The following Restated Certificate of Incorporation includes further amendments adopted by the Board of Directors and a majority of the stockholders of the corporation on March 15, 1990, including the change of the name of the corporation to Abbott Biotech, Inc., as part of the merger of the former Abbott Biotech, Inc. into this corporation.

1. The name of the corporation is ABBOTT BIOTECH, INC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000); and all of such shares shall be without par value.

5. The name and mailing address of each person, who is to serve as a director until the next annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|------------------|---|
| Duane L. Burnham | c/o Abbott Laboratories One Abbott Park Road Abbott Park, IL 60064-3500 |
| Lael F. Johnson | c/o Abbott Laboratories One Abbott Park Road Abbott Park, IL 60064-3500 |
| Paul N. Clark | c/o Abbott Laboratories One Abbott Park Road Abbott Park, IL 60064-3500 |

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, ABBOTT BIOTECH, INC. has caused this Restated Certificate of Incorporation to be signed this 15th day of March, 1990.

ABBOTT BIOTECH, INC.

By: William Long
Its President

ATTEST:

Robert M Studdard
Its Secretary
RS

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MERGER AGREEMENT

THIS MERGER AGREEMENT is made and entered into this 16th day of January, 1990, by and among Abbott Laboratories, an Illinois corporation ("Abbott"), Abbott Biotech, Inc., a Delaware corporation and wholly-owned subsidiary of Abbott ("ABI"), and Damon Biotech, Inc., a Delaware corporation (the "Company").

WHEREAS, the respective Boards of Directors of Abbott, ABI and the Company have determined that it is advisable for ABI to be merged with and into the Company as described herein (the "Merger"), as a result of which all of the Company's outstanding Common Stock, par value \$... per share (the "Common Stock"), will be converted into the right to receive an aggregate consideration of \$... (subject to certain reductions), all on the terms and subject to the conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the premises, representations, warranties, covenants and promises contained herein, Abbott, ABI and the Company agree as follows:

ARTICLE 1

The Merger

1.1 The Merger. At the Effective Time (as defined in Section 1.3), in accordance with the Delaware General Corporation Law, as amended (the "Delaware Law"), this Agreement and the plan of merger contained in the Certificate of Merger (as defined in Section 1.3), ABI shall be merged with and into the Company. Following the Merger, the separate existence of ABI shall cease and the Company shall continue as the surviving corporation. The Company, in its capacity as the corporation surviving the Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

1.2 Effect of the Merger. The Surviving Corporation shall, at and after the Effective Time, possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of each of ABI and the Company (collectively, the "Constituent Corporations"), subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other things in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the

IN WITNESS WHEREOF, Abbott, ABI and the Company have caused this Agreement to be executed on the date first written above by their duly authorized officers.

ABBOTT LABORATORIES

By: Paul Clark
Paul N. Clark,
President, Pharmaceutical
Products Division

ABBOTT BIOTECH, INC.

By: Paul Clark
Paul N. Clark,
President

DAMON BIOTECH, INC.

By: _____
Dr. William D. Terry,
President

8337Y

IN WITNESS WHEREOF, Abbott, ABI and the Company have caused this Agreement to be executed on the date first written above by their duly authorized officers.

ABBOTT LABORATORIES

By: Paul N. Clark,
President, Pharmaceutical
Products Division

ABBOTT BIOTECH, INC.

By: Paul N. Clark,
President

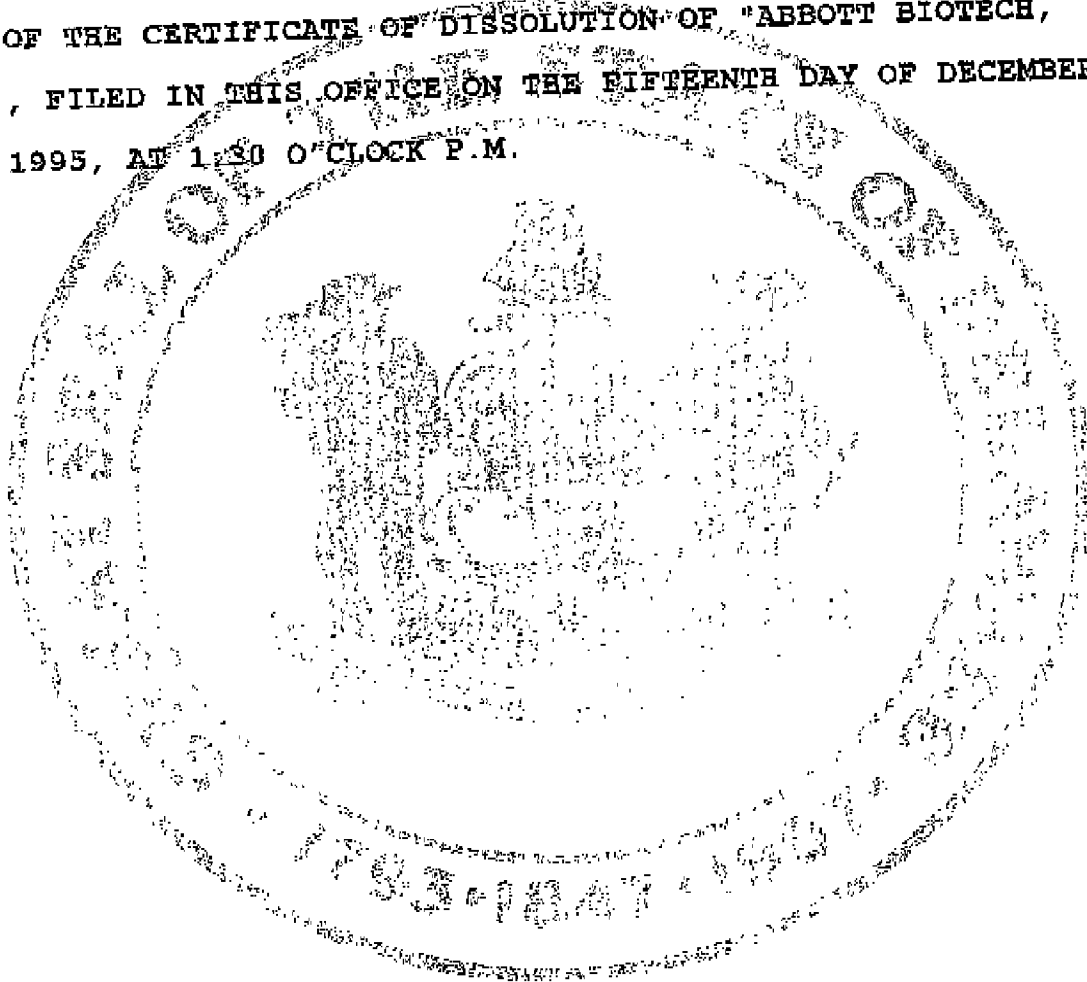
DAMON BIOTECH, INC.

By: William D. Terry MD
Dr. William D. Terry,
President

8337Y

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "ABBOTT BIOTECH, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1995, AT 1:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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971149848

AUTHENTICATION: 8455858
05-07-97
DATE:

PATENT
REEL: 015370 FRAME: 0085

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 12/15/1995
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**CERTIFICATE OF DISSOLUTION
OF
ABBOTT BIOTECH, INC.**

Abbott Biotech, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That dissolution was authorized on December 14, 1995.

SECOND: That dissolution has been authorized by the stockholders of the corporation in accordance with the provisions of subsection (b) of section 275 of the General Corporation Law of the State of Delaware.

THIRD: That the names and addresses of the directors and officers of Abbott Biotech, Inc. are as follows:

DIRECTORS

| <u>NAMES</u> | <u>ADDRESSES</u> |
|------------------|------------------|
| Gary P. Coughlan | Abbott Park, IL |

OFFICERS

| <u>NAMES</u> | <u>OFFICES</u> | <u>ADDRESSES</u> |
|---------------------|---------------------|------------------|
| Gary P. Coughlan | President | Abbott Park, IL |
| John F. Lussen | Vice President | Abbott Park, IL |
| Thomas C. Freyman | Treasurer | Abbott Park, IL |
| Brian J. Smith | Secretary | Abbott Park, IL |
| Honey Lynn Goldberg | Assistant Secretary | Abbott Park, IL |

IN WITNESS WHEREOF, said Abbott Biotech, Inc. has caused this Certificate to be signed by Gary P. Coughlan, President, this 14th day of December, 1995.

ABBOTT BIOTECH, INC.

By 
President