

1/12/06

PATENT CON

01-17-2006

COVER SHEET



To the Honorable Commissi



Please record the atta

103160882

of.

Name of conveying party(ies):

Name and address of receiving party(ies):

Biovail Laboratories, Incorporated
Biovail Holdings LTD

Biovail Laboratories International SRL
Building No. 2, Chelston Park
City: Collymore Rock
State: St. Michael
Country: Barbados Zip Code:

Additional name(s) of conveying party(ies) attached?

Yes ___ No X

Nature of conveyance:

- Assignment
- Security Agreement
- Execution Date: January 2, 2005
- Other: Dissolution of Companies and Merger
- Merger
- Change of Name

Total number of applications and patents involved: 1

A. Patent Application No.: U.S. Patent No. 6,096,341
Issue Date: August 1, 2000

Name and address of party to whom correspondence concerning document should be mailed:

Name: Robin L. Teskin, Esquire

Address: DUANE MORRIS LLP
1667 K Street, N.W., Suite 700
Washington, DC 20006

Customer No.: **39290**

The Commissioner is hereby authorized to charge payment of any fees or additional fees associated with this communication or credit any overpayment to Deposit Account No. 04-1679. A duplicate of this sheet is enclosed.

Total fee (37 C.F.R. 3.41): \$40.00

Charge Deposit Account

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.

Robin L. Teskin

Robin L. Teskin, Reg. No. 35,030

1/12/06

Date

01/17/2006 DBYRNE 00000137 041679 6096341

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CERTIFIED TO BE A TRUE COPY

Liza Harridyal-Sodha
LIZA HARRIDYAL-SODHA
ATTORNEY-AT-LAW



FORM 16

COMPANY NO. 24914

COMPANIES ACT OF BARBADOS

CERTIFICATE OF AMALGAMATION

BIOVAIL LABORATORIES (2005) INC.

Name of Company

I hereby certify that the above-mentioned Company resulted from the amalgamation of the companies as set out in the attached Articles of Amalgamation.

[Signature]

Registrar of Companies

January 27th, 2005
Date of Amalgamation



COMPANIES ACT OF BARBADOS

REQUEST FOR NAME SEARCH AND NAME RESERVATION

1. Name, Address and telephone number of person making request:

Liza A. Harridyal-Sodha
The Savannah Business Centre
Suite 130, Hastings
Christ Church, Barbados

Telephone Number: 246-228-9888

2. Proposed name or names in order of preference

- (a) BIOVAIL LABORATORIES (2005) INC.
(b)
(c)

3. Main types of business the company carries on or proposes to carry on:

- (a) International Business Company under the provisions of the International Business Companies Act, 1991-24 - Pharmaceutical sales and distribution under Section 6
(b) International Trade & Commerce

4. Derivation of name: Subsidiary Company

5. First name available to be reserved: Yes [X] No []

6. Name is for: Amalgamation

7. If for a change of name, state present name of company: N/A

8. If for an amalgamation, state names of amalgamating companies:

BIOVAIL LABORATORIES INCORPORATED
BIOVAIL HOLDINGS LTD.

For Ministry use only

APPROVED

Name reserved until (specify date)

- 1 []
2 []
3 []

For Director

REMOVED

See attached letter if name is not reserved

Date received:

2005-01-27

Request received by:

D. Blackman



**COMPANIES ACT OF BARBADOS
(Section 211)
ARTICLES OF AMALGAMATION**

1. Name of Company

BIOVAIL LABORATORIES (2005) INC.

2. Company Number 24914

3. The classes and any maximum number of shares that the Company is authorized to issue.

The company shall be authorised to issue an unlimited number of Common shares

4. Restrictions if any on share transfers

No share in the capital of the Company shall be transferred without the approval of the directors of the Company or of a committee of such directors, evidenced by resolution. The directors may, in their absolute discretion and without assigning any reasons therefor, decline to register any transfer of any share.

5. Number (or minimum and maximum number) of Directors

There shall be a minimum of two (2) and a maximum of ten (10) directors.

6. Restrictions if any on business the company may carry on

The Company shall not engage in any business other than international business as defined in the International Business Companies Act, 1991-24

7. Other provisions if any

The Company shall not either directly or through other persons offer to the public, for subscription or purchase, any shares or debentures of the Company.

8.

Name of amalgamating Companies	Company Number
1. BIOVAIL LABORATORIES INCORPORATED	23491
2. BIOVAIL HOLDINGS LTD.	6840

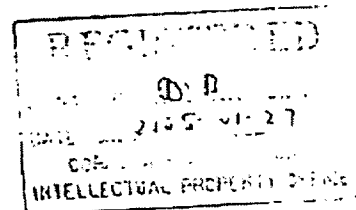
9.

Date:	Signature:		Title:
January 27, 2005		Arlene L. Fong	Director

For Ministry use only

Company Number: 24914

Filed: 2005-01-27





COMPANIES ACT OF BARBADOS
(Section 169(1) and (2))

**NOTICE OF ADDRESS
OR
NOTICE OF CHANGE OF ADDRESS OF REGISTERED OFFICE**

1. Name of Company
BIOVAIL LABORATORIES (2005) INC.
2. Company Number **24917**
3. Address of Registered Office
**Building No. 2, Chelston Park
Collymore Rock
St. Michael
Barbados**
4. Mailing Address
**Building No. 2, Chelston Park
Collymore Rock
St. Michael
Barbados**
5. If change of address, give previous address of Registered Office.
N/A

6.

Date:		Signature:		Title:	
	January 27, 2005		Arlene L. Fong		Director

For Ministry use only

Company Number: **24917**Filed: **2005 01 27**



COMPANIES ACT OF BARBADOS
(Sections 66 & 74)

**NOTICE OF DIRECTORS
OR
NOTICE OF CHANGE OF DIRECTORS**

1. Name of Company
BIOVAIL LABORATORIES (2005) INC.

2. Company Number **24914**

3. Notice is given that on the 27th day of January, 2005 the following person(s) was / were appointed director(s)

Name	Residential Address	Occupation
Eugene N. Melnyk	Beach House, Crane, St. Philip, Barbados	Business Executive
Arlene L. Fong	2 South Point View, Enterprise, Atlantic Shores, Christ Church, Barbados	Business Executive
Paul W. Haddy	B26 Graeme Hall Park, Christ Church, Barbados	Business Executive

4. Notice is given that on the day of the following person(s) ceased to hold office as director(s)

Name	Residential Address
N/A	

5. The directors of the company as of this date are:

Name	Residential Address	Occupation
Eugene N. Melnyk	Beach House, Crane, St. Philip, Barbados	Business Executive
Arlene L. Fong	2 South Point View, Enterprise, Atlantic Shores, Christ Church, Barbados	Business Executive
Paul W. Haddy	B26 Graeme Hall Park, Christ Church, Barbados	Business Executive

6. Date:

January 27, 2005

Signature:

Arlene L. Fong

Title:

Director

For Ministry use only

Company Number: 24914

Filed: 2005 01-27

COMPANIES ACT OF BARBADOS
(Sections 211)

ARTICLES OF AMALGAMATION

Name of Company:

Company No.

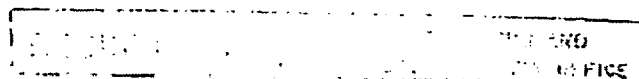
BIOVAIL LABORATORIES (2005) INC.

24917

EXHIBIT C

RESOLVED as a Special Resolution of BIOVAIL HOLDINGS LTD.
("BHL"):

1. Pursuant to section 208 of the Companies Act, that BHL amalgamate with Biovail Laboratories Incorporated ("BLI")
2. That the terms of the Amalgamation Agreement, and the amalgamation of BHL and BLI in accordance with the terms thereof, be approved, ratified and confirmed.
3. That the Articles of Amalgamation in the form annexed hereto, be filed with the Registrar of Corporate Affairs, Barbados, as the Articles of Amalgamation of the Amalgamated Company (as defined in the Amalgamation Agreement), and specifically the following terms thereof, be approved:
 - (a) the name of the Amalgamated Company shall be Biovail Laboratories (2005) Inc.;
 - (b) the authorisation for the Amalgamated Company to issue an unlimited number of Common Shares;
 - (c) the inclusion of the stated restrictions on transfer on the shares of the Amalgamated Company;
 - (d) the provision for a minimum of two (2) and a maximum of ten (10) directors of the Amalgamated Company;
 - (e) the restrictions on business activity of the Amalgamated Company to ensure compliance with the regulatory requirements applicable to international business companies; and
 - (f) the restrictions on a public distribution of the securities of the Amalgamated Company;(each of the Amalgamation Agreement, the Articles of Amalgamation and all other documents to effect the amalgamation of BHL and BLI together with (i) any and all revisions or amendments thereto and all substitutions and replacements therefor on the terms and conditions therein provided, and (ii) all further documents as contemplated in the above resolutions, including without limitation a special resolution of the shareholder of each of BLI and BHL, to approve the Amalgamation, referred to collectively as the "Amalgamation Documents").
4. That any one officer or director of BHL is authorized and directed on behalf of BHL to deliver Articles of Amalgamation, in duplicate, in the prescribed form to the appropriate authorities under the Companies Act and to sign and execute all Amalgamation Documents and do all things necessary in connection with the foregoing.



COMPANIES ACT OF BARBADOS
(Sections 211)

ARTICLES OF AMALGAMATION


Name of Company:

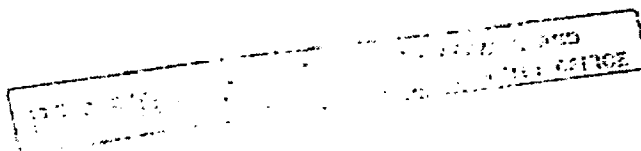
Company No. 24917

BIOVAIL LABORATORIES (2005) INC.

I, Arlene L. Fong, do hereby certify that I am a Director of BIOVAIL HOLDINGS LTD., an international business company incorporated and existing under the Laws of Barbados, and that the above is a true and correct copy of the Special Resolution duly adopted by Biovail Holdings Ltd. in accordance with the Laws of Barbados on 27th day of January, 2005 and that such resolution is now in full force and effect.

Dated this 27th day of January, 2005.


Name: Arlene L. Fong
Title: Director



COMPANIES ACT OF BARBADOS
(Sections 211)

ARTICLES OF AMALGAMATION

Name of Company:

Company No. 24927

BIOVAIL LABORATORIES (2005) INC.

EXHIBIT B

RESOLVED as a Special Resolution of BIOVAIL LABORATORIES INCORPORATED ("BLI"):

1. Pursuant to section 208 of the Companies Act, that BLI amalgamate with Biovail Holdings Ltd. ("BHL").
2. That the terms of the Amalgamation Agreement, and the amalgamation of BLI and BHL in accordance with the terms thereof, be approved, ratified and confirmed.
3. That the Articles of Amalgamation in the form annexed hereto, be filed with the Registrar of Corporate Affairs, Barbados, as the Articles of Amalgamation of the Amalgamated Company (as defined in the Amalgamation Agreement), and specifically the following terms thereof, be approved:
 - (a) the name of the Amalgamated Company shall be Biovail Laboratories (2005) Inc.
 - (b) the authorization for the Amalgamated Company to issue an unlimited number of Common Shares;
 - (c) the inclusion of the stated restrictions on transfer on the shares of the Amalgamated Company;
 - (d) the provision for a minimum of two (2) and a maximum of ten (10) directors of the Amalgamated Company;
 - (e) the restrictions on business activity of the Amalgamated Company to ensure compliance with the regulatory requirements applicable to international business companies; and
 - (f) the restrictions on a public distribution of the securities of the Amalgamated Company;(each of the Amalgamation Agreement, the Articles of Amalgamation and all other documents to effect the amalgamation of BLI and BHL together with (i) any and all revisions or amendments thereto and all substitutions and replacements therefor on the terms and conditions therein provided, and (ii) all further documents as contemplated in the above resolutions, including without limitation a special resolution of the shareholder of each of BLI and BHL, to approve the Amalgamation, referred to collectively as the "Amalgamation Documents").
4. That any one officer or director of BLI is authorized and directed on behalf of BLI to deliver Articles of Amalgamation, in duplicate, in the prescribed form to the appropriate authorities under the Companies Act and to sign and execute all Amalgamation Documents and do all things necessary in connection with the foregoing.

PATENT

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COMPANIES ACT OF BARBADOS
(Sections 211)

ARTICLES OF AMALGAMATION

Name of Company:


Company No.

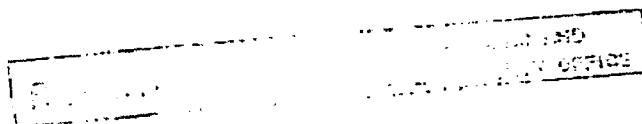
BIOVAIL LABORATORIES (2005) INC.

2-917

I, Arlene L. Fong, do hereby certify that I am a Director of BIOVAIL LABORATORIES INCORPORATED, an international business company incorporated and existing under the Laws of Barbados, and that the above is a true and correct copy of the Special Resolution duly adopted by Biovail Laboratories Incorporated in accordance with the Laws of Barbados on 27th day of January, 2005 and that such resolution is now in full force and effect.

Dated this 27th day of January, 2005.


Name: Arlene L. Fong
Title: Director



THE COMPANIES ACT OF BARBADOS

(Section 211(2))

STATUTORY DECLARATION OF THE DIRECTOR

OF

BIOVAIL LABORATORIES INCORPORATED

AND

BIOVAIL HOLDINGS LTD.

I, ARLENE L. FONG, Business Executive of No. 2 South Point View, Enterprise, Christ Church, Barbados, MAKE OATH AND SAY as follows:

1. That I am a Director of each of Biovail Laboratories Incorporated ("BLI") and Biovail Holdings Ltd. ("BHL").
2. That BLI has agreed to amalgamate with BHL, in accordance with section 206 of the Companies Act, Cap. 308 of the laws of Barbados and in accordance with the terms of the amalgamation agreement dated the 27th day of January, 2005, (the "Amalgamation Agreement") filed herewith and annexed as Exhibit "A" and that the facts stated therein are true and correct to the best of my knowledge, information and belief.
3. That the Amalgamation Agreement was adopted by each of BLI and BHL, the execution thereof being duly authorised by special resolution of the sole shareholder of each of BLI and BHL, certified copies of which are filed herewith and annexed as Exhibits "B" and "C", respectively.
4. That I have reviewed the financial statements for each of BLI and BHL prepared for the period ending December 31st, 2004, and on the basis thereof, to the best of my knowledge information and belief, the balance sheet represents the assets and liabilities of each of BLI and BHL as at the date thereon, and provides reasonable grounds for believing that:-
 - (a) each of BLI and BHL are able to pay its liabilities as they become due; and
 - (b) no creditor of BLI and BHL will be prejudiced by the amalgamation

RECEIVED THE OFFICE OF THE ATTORNEY GENERAL
AT THE OFFICE OF THE ATTORNEY GENERAL
CHRIST CHURCH, BARBADOS

THE COMPANIES ACT OF BARBADOS
(Section 211(2))

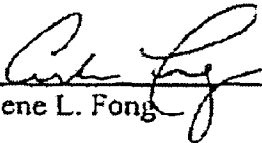
STATUTORY DECLARATION OF DIRECTOR

OF


BIOVAIL LABORATORIES INCORPORATED
AND
BIOVAIL HOLDINGS LTD.

5. That I have reviewed the pro-forma financial statements for BLI and BHL (the "Amalgamated Companies"), annexed to the Amalgamation Agreement, and on the basis thereof, to the best of my knowledge information and belief, the balance sheet represents the consolidation of the assets and liabilities of each of BLI and BHL, and provides reasonable grounds for believing that:-
- (a) the Amalgamated Companies will be able to pay its liabilities as they become due; and
 - (b) the realisable value of the assets of the Amalgamated Companies will not be less than the aggregate of its liabilities and stated capital of all classes.

SWORN TO by the said)
ARLENE L. FONG at)
Bridgetown, Barbados this 27th)
day of January, 2005.)


Arlene L. Fong

Before me:


Justice of the Peace
R. A. GIBBS
Justice Of The Peace
In and of the Island of Barbados



FORM 24

COMPANY NO. 24914

COMPANIES ACT OF BARBADOS

CERTIFICATE OF DISSOLUTION

BIOVAIL LABORATORIES (2005) INC.

Name of Company

I hereby certify that the Articles of the above-mentioned company was dissolved under the Companies Act pursuant to:

Section 363, 364 or 366 as set out in the attached Articles of Dissolution

Section 371.

Section 372 or 373 in accordance with the attached court order.

CERTIFIED TRUE COPY

APR 04 2005

Beckles

DEPUTY REGISTRAR
CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY

ul.

ly Sap. Registrar of Companies

January 28th, 2005

Date of Dissolution



COMPANIES ACT OF BARBADOS
(Section 363 to 370)

ARTICLES OF DISSOLUTION

1. Name of Company

BIOVAIL LABORATORIES (2005) INC.

Company Number 24914

2. The Company

has not issued any shares

has no property and no liabilities

has voluntarily resolved to liquidate and dissolve

3. Documents and records of the company shall be kept for six years from date of dissolution by:

Name:	Arlene L. Fong
Address:	No. 2 South Point View, Enterprise, Christ Church, Barbados
Occupation:	Business Executive

Date:	Signature:	Title:
January 28, 2005	 Arlene L. Fong	Director

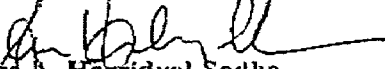


For Ministry use only

Company Number: 24914

Filed: 2005-01-28

DRAWN AND PREPARED BY


Liza A. Harridyal-Sodha
Attorney-at-Law
The Savannah Business Centre
Suite 130, Hastings
Christ Church, Barbados

COMPANIES ACT CAP. 308


DECLARATION

BIOVAIL LABORATORIES (2005) INC.


I, ARLENE L. FONG, Business Executive of No. 2 South Point View, Enterprise, Christ Church, Barbados, a director of BIOVAIL LABORATORIES (2005) INC. (the "Company") hereby DECLARE to the best of my knowledge and belief that:

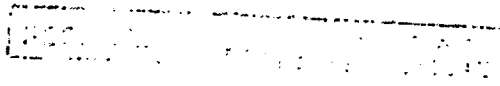
1. the Company has ceased to transact business;
2. the Shareholder of the Company has duly passed a Special Resolution authorising the dissolution of the Company pursuant to Section 364 of the Companies Act; and
3. the Company has transferred all of its remaining assets and/or liabilities as of the date hereof to the sole Shareholder of the Company, in accordance with the Dissolution Agreement dated January 28th, 2005.

DECLARED by the said)
Arlene L. Fong in Barbados)
This 28th day of January, 2005)


Arlene L. Fong

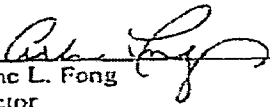
Before me:


Justice of the Peace
10 and 11, St. Andrew's Road,
Christ Church, Barbados



28th day of January, 2005 and that such resolution is now in full force and effect.

Dated this 28th day of January, 2005.


Arlene L. Fong
Director



BIOVAIL LABORATORIES (2005) INC.

CERTIFIED SPECIAL RESOLUTION OF THE SHAREHOLDER

DISSOLUTION OF WHEREAS:

THE

COMPANY:

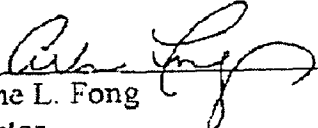
1. It is intended that the Company discontinue its activities in Barbados, and accordingly that the Company be dissolved in accordance with the provisions of the Companies Act Cap. 308 of the laws of Barbados (the "Companies Act"); and
2. It is intended that the Company transfer all of its assets and liabilities (if any) to its Shareholder pursuant to the Dissolution Agreement dated January 28th, 2005 (the "Dissolution Agreement").

BE IT RESOLVED THAT:

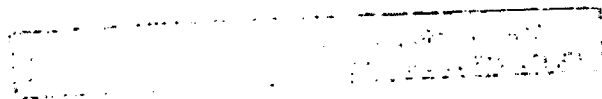
1. The Company be dissolved, in accordance with the provisions of Section 364 of the Companies Act.
2. The properties, assets and liabilities (if any) of the Company be transferred to the Shareholder pursuant to the Dissolution Agreement.
3. The Board of Directors of the Company is hereby authorised to revoke this Special Resolution without approval of the Shareholder of the Company at any time before it is acted upon.
4. Arlene L. Fong of Building No. 2, Chelston Park, Collymore Rock, St. Michael, Barbados be authorised to retain the records of the Company in accordance with the requirements of Section 383 (.) of the Companies Act.

I, ARLENE L. FONG do hereby certify that I am a Director of BIOVAIL LABORATORIES (2005) INC., a company organized and existing under the laws of Barbados and that the above is a true and correct copy of a special resolution of the Shareholders of the Company duly adopted in accordance with the laws of Barbados on the 28th day of January, 2005 and that such resolution is now in full force and effect.

Dated this 28th day of January, 2005.



Arlene L. Fong
Director



DISSOLUTION AGREEMENT

THIS AGREEMENT is made January 28, 2005

BETWEEN:

BIOVAIL LABORATORIES (2005) INC., a corporation existing under the laws of Barbados, with its registered office at Building No. 2, Chelston Park, Collymore Rock, St. Michael, Barbados (the "Transferor")

- and -

BIOVAIL LABORATORIES INTERNATIONAL SRL, duly licensed as an International Society with Restricted Liability under the laws of Barbados, with its registered office at Building No. 2, Chelston Park, Collymore Rock, St. Michael, Barbados (the "Transferee")

RECITALS:

- A. The Transferee is the legal and beneficial owner of all the issued and outstanding shares of the capital of the Transferor.
- B. The Transferee, as sole shareholder of the Transferor, has authorized the voluntary dissolution of the Transferor under the Companies Act Cap. 308 of the laws of Barbados (the "Act") and the distribution of all of the Transferor's property to the Transferee on the winding-up of the Transferor.

THEREFORE, the parties agree as follows:

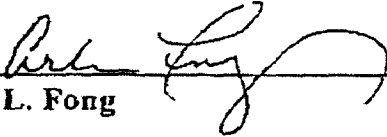
1. Effective as at the close of business on the date of this Agreement, the Transferor grants, assigns, transfers, conveys and sets over to the Transferee, as part of the winding-up of the Transferor and the distribution thereon of its property to the Transferee, all of the right, title and interest of the Transferor in and to all of its property, assets and business, both real and personal, movable and immovable, wherever situate, including without limiting the generality of the foregoing, all cash on hand and in the bank, accounts receivable, refunds, rebates, contracts and goodwill including, in particular, the goodwill of the name and all rights of whatsoever nature and kind to which the Transferor is entitled.
2. The Transferee expressly assumes and undertakes to pay and discharge and to indemnify and save harmless the Transferor in respect of all of the remaining liabilities and obligations of the Transferor (if any), but to the extent only of the amount received by the Transferee on the winding-up and distribution provided for herein and in accordance with any limitations in the Act.
3. This Agreement shall not constitute an assignment or attempted assignment of any contract to which the Transferor is a party which is not assignable without the consent or approval of any third party and such consent or approval has not been obtained. Such

contracts shall be held in trust for the Transferee and performed by the Transferee in the name of the Transferor, and all benefits derived thereunder shall be for the account of the Transferee. The Transferee shall indemnify and save harmless the Transferor from and against all liabilities of every nature and kind arising out of or in any way connected with the performance by the Transferee in the name of the Transferor of any such contract not assigned to the Transferee.

4. The Transferee shall indemnify and save harmless the directors and officers of the Transferor from any and all liabilities of the Transferor, including income taxes, for which the directors and officers of the Transferor may become personally liable by virtue of this Agreement and the distribution of the property of the Transferor to the Transferee resulting from this Agreement.
5.
 - (a) The Transferor constitutes and appoints the Transferee and any director or officer of the Transferee, its successors and assigns, the true and lawful attorney of the Transferor for and in the name of or otherwise on behalf of the Transferor with full power of substitution to do and execute all acts, deeds, matters and things whatsoever necessary for the assignment, transfer and conveyance of any interest in the property, assets and business, both real and personal, movable and immovable, wherever situate of the Transferor to the Transferee, its successors and assigns.
 - (b) The power of attorney set forth above is granted by the Transferor to the Transferee in contemplation of the dissolution of the Transferor, and such power of attorney being coupled with an interest shall not be revoked by the certificate of dissolution being issued by the Registry of Corporate Affairs or be otherwise revoked.
6. The Transferor and the Transferee shall with reasonable diligence do all such things and provide all such reasonable assurances as may be required to consummate the transactions contemplated by this Agreement and each party shall provide such further documents or instruments required by the other party as may be reasonably necessary or desirable to effect the purpose of this Agreement and carry out its provisions.
7.
 - (a) Time is of the essence in the performance of the respective obligations of the Parties hereto.
 - (b) This Agreement is a contract made under and shall be governed by and construed in accordance with the laws of Barbados.
 - (c) This Agreement shall enure to the benefit of and be binding upon the parties and their respective successors and assigns.

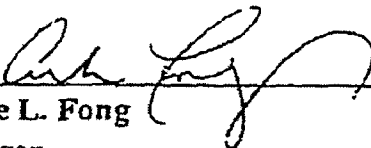
IN WITNESS OF WHICH the parties have executed this Agreement on the date first written above.

BIOVAIL LABORATORIES (2005) INC.



Arlene L. Fong
Director

BIOVAIL LABORATORIES
INTERNATIONAL SRL



Arlene L. Fong
Manager