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
Marion Merrell Dow Inc.	07/18/1995

RECEIVING PARTY DATA

Name:	Hoechst Marion Roussel, Inc.
Street Address:	Route 202-206
City:	Bridgewater
State/Country:	NEW JERSEY
Postal Code:	08807

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	5672602

CORRESPONDENCE DATA

Fax Number: (908)231-2626
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 908-231-2551
Email: maribel.mendez@sanofi-aventis.com
Correspondent Name: Ronald G. Ort
Address Line 1: Route 202-206
Address Line 4: Bridgewater, NEW JERSEY 08807

ATTORNEY DOCKET NUMBER:	USA0792G
NAME OF SUBMITTER:	Maribel Mendez

Total Attachments: 5
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State of Delaware

Office of the Secretary of State

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:

"H PHARMA ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "MARION MERRELL DOW INC." UNDER THE NAME OF "HOECHST MARION ROUSSEL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JULY, A.D. 1995, AT 11:15 O'CLOCK A.M.

Edward J. Freel, Secretary of State

AUTHENTICATION: 7616760

DATE: [illegible]-95

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CERTIFICATE OF MERGER
MERGING
H PHARMA ACQUISITION CORP.
WITH AND INTO
MARION MERRELL DOW INC.

Under Section 251 of the
General Corporation Law of the State of Delaware

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "*DGCL*"), Marion Merrell Dow Inc., a Delaware corporation ("*Marion Merrell Dow*"), one of the constituent corporations to and the surviving corporation in a merger (the "*Merger*") with H Pharma Acquisition Corp., a Delaware corporation ("*Acquisition*"), has executed this Certificate of Merger in accordance with Section 103 of the DGCL.

Marion Merrell Dow hereby certifies that:

FIRST: That the name of and the state of incorporation of each of the constituent corporations in the merger are as follows:

Name	State of Incorporation
H Pharma Acquisition Corp.	Delaware
Marion Merrell Dow Inc.	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of May 3, 1995 (the "*Merger Agreement*"), by and among Marion Merrell Dow, The Dow Chemical Company, Hoechst Corporation and Acquisition has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

THIRD: That Marion Merrell Dow shall be the surviving corporation in the Merger (the "*Surviving Corporation*"); provided, however, that the name of the Surviving Corporation shall be "Hoechst Marion Roussel, Inc." immediately following the Merger.

FOURTH: That the Restated Certificate of Incorporation of Marion Merrell Dow shall be amended to read in its entirety as set forth in Exhibit A attached hereto and, as amended, shall be the Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

9300 Ward Parkway
Kansas City, Missouri 64114-0480

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Marion Merrell Dow has caused this Certificate of Merger to be executed by Richard J. Markham, its President and Chief Operating Officer, this 18th day of July, 1995.

MARION MERRELL DOW INC.
(TO BE NAMED HOECHST MARION ROUSSEL, INC. IMMEDIATELY FOLLOWING THE MERGER)

By: Richard J. Markham
Name: Richard J. Markham
Title: President and Chief Operating Officer

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

OF

HOECHST MARION ROUSSEL, INC.

1. The name of the corporation is:

HOECHST MARION ROUSSEL, 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 ("DGCL").

4. The total number of shares of stock which the Corporation shall have authority to issue is one thousand common (1,000) and the par value of such shares is one cent ($.01), amounting in the aggregate to ten dollars ($10.00).

5. The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) To the fullest extent permitted by the DGCL as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director.

(5) The Corporation shall indemnify to the fullest extent permitted by the DGCL any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another enterprise.

(6) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

6. 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 DGCL) 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.

7. 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.

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