

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Hoechst-Roussel Pharmaceuticals Incorporated	12/22/1995
RECEIVING PARTY DATA	
Name:	Hoechst Marion Roussel, Inc.
Street Address:	2110 E. Galbraith Rd.
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45215
PROPERTY NUMBERS Total: 7	
Property Type	Number
Patent Number:	4985450
Patent Number:	6008348
Patent Number:	5519062
Patent Number:	5977147
Patent Number:	5032599
Patent Number:	5039687
Patent Number:	5194618
CORRESPONDENCE DATA	
Fax Number:	(908)231-2626
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	908-231-5674
Email:	maribel.mendez@sanofi-aventis.com
Correspondent Name:	Raymond S. Parker
Address Line 1:	Route 202-206
Address Line 4:	Bridgewater, NEW JERSEY 08807
ATTORNEY DOCKET NUMBER:	USA0792H

CH \$280.00 4985450

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REEL: 020431 FRAME: 0384

NAME OF SUBMITTER:

Maribel Mendez

Total Attachments: 3

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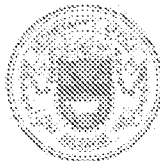
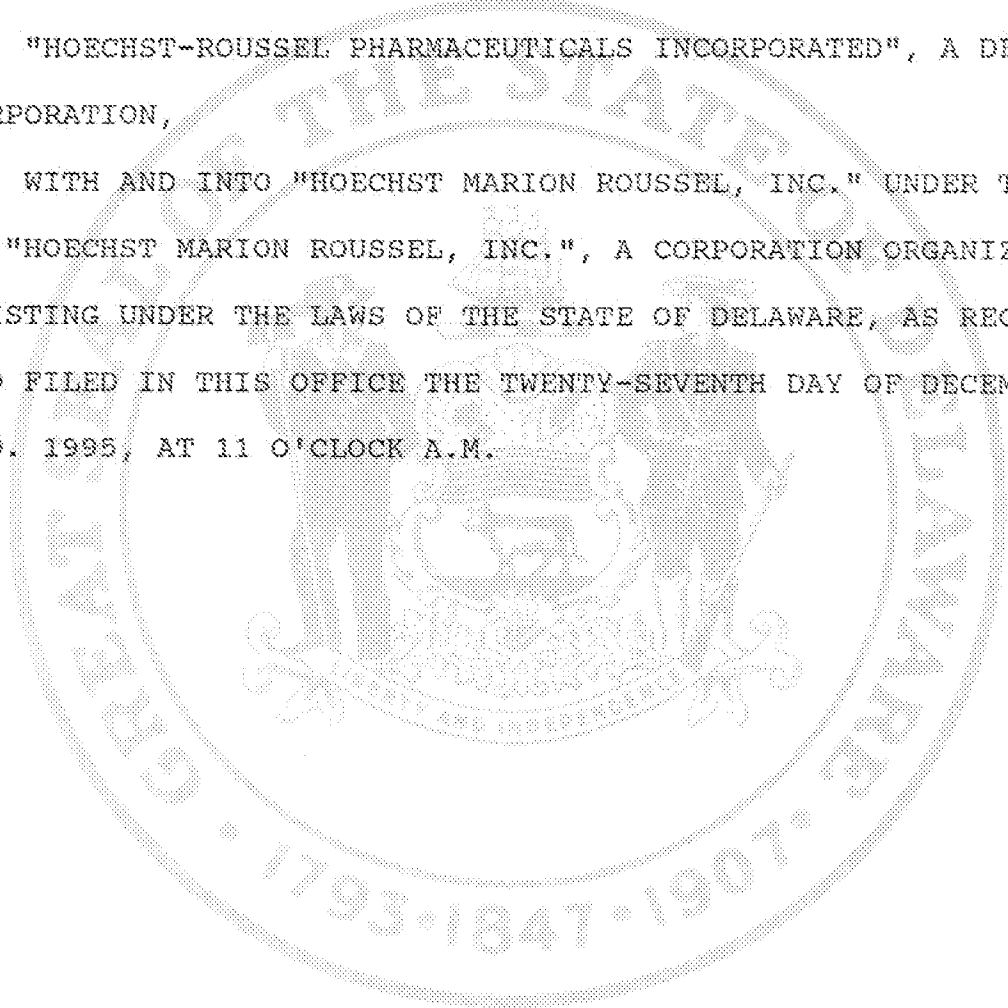
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Office of the Secretary of State

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:

"HOECHST-ROUSSEL PHARMACEUTICALS INCORPORATED", A DELAWARE CORPORATION,

WITH AND INTO "HOECHST MARION ROUSSEL, 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1995, AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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02-26-96

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REEL: 020431 FRAME: 0386

12-27-95

CERTIFICATE OF MERGER

OF

HOECHST-ROUSSEL PHARMACEUTICALS INCORPORATED
a Delaware Corporation

WITH AND INTO

HOECHST MARION ROUSSEL, INC.
a Delaware Corporation

PURSUANT TO SECTION 251 OF THE GENERAL CORPORATION
LAW OF THE STATE OF DELAWARE

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Hoechst Marion Roussel, Inc., a Delaware corporation (the "Company"), one of the constituent corporations to and the surviving corporation in a merger (the "Merger") with Hoechst-Roussel Pharmaceuticals Incorporated, a Delaware corporation ("HRPI"), has executed this Certificate of Merger in accordance with Section 103 of the DGCL.

The Company hereby certifies that:

1. The names and states of incorporation of the Company and HRPI are:

<u>Name</u>	<u>State of Incorporation</u>
Hoechst Marion Roussel, Inc.	Delaware
Hoechst-Roussel Pharmaceuticals Incorporated	Delaware

2. The Agreement and Plan of Merger dated as of December 18, 1995 (the "Merger Agreement"), by and between the Company and HRPI, has been approved, adopted, certified, executed and acknowledged by each of the Company and HRPI in accordance with Section 251 of the DGCL.

3. The name of the surviving corporation in the Merger is Hoechst Marion Roussel, Inc.

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4. The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of the Company, as in effect immediately prior to the effective date of the Merger (the "Effective Date"), until thereafter amended as provided by law, except that Article Fourth of the Certificate of Incorporation shall be amended as of the Effective Date to read as follows: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of voting common and 1,000 shares of non-voting common and the par value of such shares is \$.01 per share, amounting in the aggregate to \$20.00.

5. The executed Merger Agreement between the Company and HRPI is on file at the principal place of business of the Company, the address of which is as follows: 10236 Marion Park Drive, Kansas City, Missouri 64137-1405.

6. A copy of the Merger Agreement will be furnished by the Company, on request and without cost, to any stockholder of the Company or HRPI.

7. The Effective Date of the Merger shall be January 1, 1996.

IN WITNESS WHEREOF, this Certificate has been executed in accordance with Section 103 of the DGCL, this 22nd day of December, 1995.

HOECHST MARION ROUSSEL, INC.
a Delaware corporation

By: Fred W. Lyons, Jr.
Name: Fred W. Lyons, Jr.
Title: Chairman of the Board

ATTEST:

By: Rebecca R. Tilden
Name: Rebecca R. Tilden
Title: Assistant Secretary

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