

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/24/2004

**CONVEYING PARTY DATA**

Name	Execution Date
3-DIMENSIONAL PHARMACEUTICALS, INC.	06/24/2004

**RECEIVING PARTY DATA**

Name:	JOHNSON & JOHNSON PHARMACEUTICAL RESEARCH & DEVELOPMENT, L.L.C.
Street Address:	920 US ROUTE 202
City:	Raritan
State/Country:	NEW JERSEY
Postal Code:	08869

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Application Number:	10816544

**CORRESPONDENCE DATA**

Fax Number: (215)568-3439  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2155683100  
 Email: starrdeb@hotmail.com  
 Correspondent Name: Wendy A. Choi, Esq.  
 Address Line 1: Cira Centre, 2929 Arch Street  
 Address Line 2: Woodcock Washburn LLP  
 Address Line 4: Philadelphia, PENNSYLVANIA 19104-2891

ATTORNEY DOCKET NUMBER:	3DP-0548
NAME OF SUBMITTER:	Deborah M. Starrett

Total Attachments: 3  
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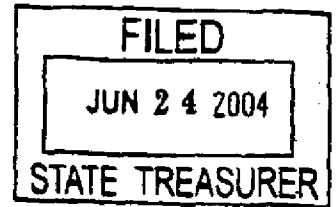
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**PATENT  
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New Jersey Division of Revenue  
**Certificate of Merger/Consolidation**  
*(Limited Liability Co.'s, Limited Partnerships & Partnerships)*

This form may be used to record the merger or consolidation of a limited liability company, limited partnership or partnership with or into another business entity or entities, pursuant to N.J.S.A. 42:42A and 42:2B. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the New Jersey State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the State Treasurer's office and NJ 14A.

- Type of Filing (check one):  Merger  Consolidation
- Name of Surviving Business Entity: Johnson & Johnson Pharmaceutical Research & Development, L.L.C.
- Address of the Surviving Business Entity: 920 US Route 202, Raritan, NJ 08869
- Name(s)/Jurisdiction(s) of All Participating Business Entities:  
 Total number of shares entitled to 1 (corporations only)  
 Total voting for 1 Total voting against 0  

Name	Jurisdiction	Identification Assigned by Treasurer (if applicable)
3-Dimensional Pharmaceuticals, Inc.	Delaware	2328693 <b>0100839730</b>
- Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer):

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of a merging or consolidating LLC, LP or partnership. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Business Entity at the Service of Process address stated above.

- Effective Date (see last): June 25th, 2004  
 Date of Adoption of Merger: June 14th, 2004

The undersigned represent(s) that the agreement of merger/consolidation is on file at the place of business of the surviving business entity and that an agreement of merger/consolidation has been approved and executed by each business entity involved. Additionally, a copy of the merger/consolidation agreement has been or shall be furnished by the surviving entity to any member or any person having an interest.

The undersigned also represent(s) that they are authorized to sign on behalf of each business entity.

\* Johnson & Johnson Pharmaceutical Research & Development, L.L.C.

Signature	Name	Title	Date
<i>S. M. Rosenberg</i>	S. M. Rosenberg	Vice President	6/24/04
<i>C. A. Birge</i>	C. A. Birge	Vice President	6/24/04

**#3-Dimensional Pharmaceuticals, Inc.**

\*\*Important Notes - New Jersey law prohibits domestic LLCs, LPs and partnerships from merging/consolidating with another business entity, if authority for such merger/consolidation is not granted under the laws of the jurisdiction under which the other business entity was organized. Also, a merger/consolidation certificate may be filed pursuant to Title 42:42A or 42:2B only if the surviving or resulting business entity is a limited partnership, limited liability company or partnership. Also, at least one participating business entity must be a limited partnership or limited liability company. If a for-profit domestic or foreign corporation participates or is the survivor, file the merger/consolidation pursuant to Title 14A. Title 15A corporations are not authorized to participate in mergers/consolidations involving LPs, LLCs, partnerships and for-profit corporations.

NJ Division of Revenue, PO Box 308, Trenton NJ 08625

## AGREEMENT OF MERGER

This Agreement of Merger, dated this 15th day of June, 2004, pursuant to section 252 of the General Corporation Law of the State of Delaware and section 42:2B-20 b.(1) between 3-Dimensional Pharmaceuticals, Inc. ("3DP"), a Delaware corporation and Johnson & Johnson Pharmaceutical Research & Development, L.L.C., ("PRD"), a New Jersey limited liability company and the surviving company.

WITNESSETH that:

WHEREAS, 3DP desires to merge with and into PRD, and PRD desires to merge with and into itself 3DP;

WHEREAS, the registered office of 3DP in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, and the name of the registered agent for 3DP at such address is The Corporation Trust Company. The registered office of PRD in the State of New Jersey is located at One Johnson & Johnson Plaza, New Brunswick, New Jersey, 08933, and the name of the registered agent for PRD at such address is Johnson & Johnson.

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: 3DP does hereby merge itself into PRD, and said PRD shall be the surviving corporation.

SECOND: The Certificate of Formation of PRD, which is the surviving company, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Formation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) All of the issued and outstanding shares of common stock of 3DP are owned at the effective time of the merger by Johnson & Johnson, a New Jersey corporation. At the effective time of the merger, all of the issued and outstanding shares of 3DP shall be cancelled, and no shares of 3DP shall be issued and exchanged therefore.

FOURTH: The terms and conditions of the merger are as follows:

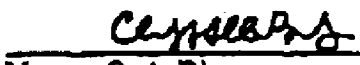
- (a) The operating agreement of PRD as it exists on the effective date of the merger shall be and remain the operating agreement of the corporation surviving this merger until the same shall be altered, amended and repealed as therein provided.
- (b) The officers of PRD shall continue in office until the next annual meeting and until their successors shall have been appointed and qualified.
- (c) This merger shall become effective on June 28<sup>th</sup>, 2004.
- (d) Upon the merger becoming effective, all property rights, privileges and other asset of every kind and description of the 3DP shall be transferred to, vested in and devolve upon PRD without further act or deed.

IN WITNESS WHEREOF, each party to this Agreement, pursuant to the approval and authority given by resolution adopted by their respective Board of Directors and Member, has caused this Agreement to be executed by its proper officer as the respective act, deed and agreement of each such corporation on this 15<sup>th</sup> day of June 2004.

JOHNSON & JOHNSON PHARMACEUTICAL  
RESEARCH & DEVELOPMENT, L.L.C.

  
Name: S. M. Rosenberg  
Title: Vice President

3-DIMENSIONAL PHARMACEUTICALS, INC.

  
Name: C. A. Birge  
Title: Vice President