

# PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
Merck & Co., Inc.	11/03/2009
<b>RECEIVING PARTY DATA</b>	
Name:	Merck Sharp & Dohme Corp.
Street Address:	126 East Lincoln Avenue
Internal Address:	RY60-30
City:	Rahway
State/Country:	NEW JERSEY
Postal Code:	07065
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
PCT Number:	US0931047
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(732)594-4720
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	732 594-4720
Email:	US_EFS@MERCK.COM
Correspondent Name:	Merck & Co., Inc.
Address Line 1:	126 East Lincoln Avenue
Address Line 2:	RY60-30
Address Line 4:	Rahway, NEW JERSEY 07065
ATTORNEY DOCKET NUMBER:	MRL-IFD-22398
NAME OF SUBMITTER:	Kenneth R. Walton
<p>Total Attachments: 7</p> <p>source=Name Change Certificate#page1.tif</p> <p>source=Name Change Certificate#page2.tif</p>	

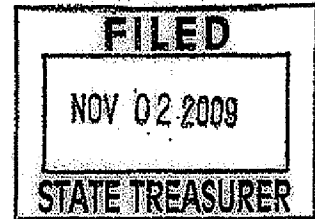
CH \$40.00 US0931047

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**PATENT**  
**REEL: 025669 FRAME: 0091**

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**CERTIFICATE OF ADOPTION  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
MERCK & CO., INC.  
(ID Number: 5934701000)**



Merck & Co., Inc., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), to amend and restate its Certificate of Incorporation pursuant to Section 14A:9-5 of the New Jersey Business Corporation Act (the "NJBCA"), hereby certifies as follows:

**FIRST:** The name of the Corporation is Merck Sharp & Dohme Corp.

**SECOND:** The Restated Certificate of Incorporation attached hereto (the "Restated Certificate") was adopted by the shareholders of the Corporation on August 7, 2009 as part of their approval of the Agreement and Plan of Merger, dated as of March 8, 2009, by and among the Corporation, Schering-Plough Corporation, SP Merger Subsidiary One, Inc. (formerly known as Blue, Inc.), and SP Merger Subsidiary Two, Inc. (formerly known as Purple, Inc.), and pursuant to Section 14A:10-1 and Section 14A:10-4.1 of the NJBCA.

**THIRD:** The number of shares entitled to vote on the adoption of the Restated Certificate was 2,108,780,449 shares of Common Stock, of which 1,399,114,521 voted for the Restated Certificate as part of their approval of the Agreement and Plan of Merger, and 5,686,148 voted against the Restated Certificate. No shares of any class or series were entitled to vote thereon as a class.

**FOURTH:** This Certificate of Adoption shall become effective on November 3, 2009 at 4:02 p.m.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed as of the 2<sup>nd</sup> day of November, 2009.

MERCK & CO., INC.

By: Celia A. Colbert  
Name: Celia A. Colbert  
Title: Senior Vice President, Secretary  
and Assistant General Counsel

*Signature Page to Certificate of Adoption of Restated Certificate of Incorporation*

# RESTATED CERTIFICATE OF INCORPORATION

OF

MERCK & CO., INC.  
(ID Number: 5934701000)

Merck & Co., Inc., a corporation organized and existing under the laws of the State of New Jersey (the "Corporation"), restates and integrates its Restated Certificate of Incorporation, as heretofore amended, and also substantively amends such Restated Certificate of Incorporation, to read in full as herein set forth:

**FIRST:** The name of the Corporation is Merck Sharp & Dohme Corp.

**SECOND:** The purpose for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

**THIRD:** The total number of shares of capital stock which the Corporation shall have authority to issue is 100 shares of common stock, \$0.01 par value per share. Shares of capital stock of the Corporation may be issued by the Corporation from time to time for such legally sufficient consideration as may be fixed from time to time by the Board of Directors.

**FOURTH:** In furtherance and not in limitation of the general powers conferred by the laws of the State of New Jersey, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation, except as specifically stated therein.

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

**SIXTH:** The Corporation shall, to the full extent permitted by the New Jersey Business Corporation Act, as it may be amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

**SEVENTH:** No director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that such provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation or its shareholders, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of any improper personal benefit. As used in this article, an act or omission in breach of a person's duty of loyalty means an act or omission which that person knows or believes to be contrary to the best interests of the Corporation or its shareholders in connection with a matter in which he has a material conflict of interest.

**EIGHTH:** Except as otherwise required by the laws of the State of New Jersey, the shareholders and directors shall have the power to hold their meetings and to keep the books, documents, and papers of the Corporation outside of the State of New Jersey, and the Corporation shall have the power to have one or more offices within or without the State of New Jersey, at such places as may be from time to time designated by the bylaws or by resolution of the shareholders or directors. Elections of directors need not be by ballot unless the bylaws of the Corporation shall so provide.

**NINTH:** The address of the Corporation's current registered office in the State of New Jersey is 820 Bear Tavern Road, City of West Trenton, County of Mercer, State of New Jersey, 08628, and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

**TENTH:** The number of directors constituting the current Board of Directors of the Corporation is fifteen (15). The names and addresses of said directors are as follows:

Leslie A. Brun	435 Devon Park Drive, 700 Building Wayne, Pennsylvania 19087
Thomas R. Cech, Ph.D.	University of Colorado, Boulder Boulder, Colorado 80309-0215
Richard T. Clark	One Merck Drive Whitehouse Station, New Jersey 08889-0100
Thomas H. Glocer	3 Times Square, 30 <sup>th</sup> Floor New York, New York 10036
Steven F. Goldstone	570 Lexington Avenue, 37 <sup>th</sup> Floor New York, New York 10022
William B. Harrison, Jr.	277 Park Avenue, 35 <sup>th</sup> Floor New York, New York 10172
Harry R. Jacobson, M.D.	3401 West End Avenue, Suite 300 Nashville, Tennessee 37203
William N. Kelley, M.D.	421 Curie Boulevard Philadelphia, Pennsylvania 19104-6160
Rochelle B. Lazarus	636 11 <sup>th</sup> Avenue New York, New York 10036
Carlos E. Represas	Av. Ejercito Nacional No. 453 Colonia Granada, 11520 Mexico, D.F. Mexico
Thomas E. Shenk, Ph.D	Washington Road Princeton, New Jersey 08544-1014
Anne M. Tatlock	One Merck Drive Whitehouse Station, New Jersey 08889-0100
Samuel O. Thier, M.D.	55 Fruit Street, Bulfinch 370 Boston, Massachusetts 02114-2606

Wendell P. Weeks

1 Riverfront Plaza  
Corning, New York 14831

Peter C. Wendell

2884 Sand Hill Road, Suite 100  
Menlo Park, California 94025

IN WITNESS WHEREOF, Merck & Co., Inc. caused this Restated Certificate of Incorporation to be duly executed as of November 2<sup>nd</sup>, 2009.

MERCK & CO., INC.

By:

Celia A. Colbert  
Name: Celia A. Colbert

Title: Senior Vice President, Secretary  
and Assistant General Counsel

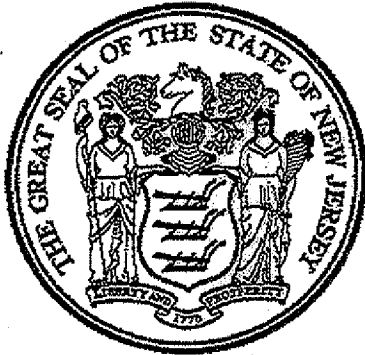
*Signature Page to Restated Certificate of Incorporation of Merck & Co., Inc.*



STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

MERCK SHARP & DOHME CORP.

I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate of Restated Incorporation  
Filed in this office on November 2nd, 2009  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.



Certificate Number: 115657458

Verify this certificate online at

[https://www1.state.nj.us/TYTR\\_StandingCert/ISP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/ISP/Verify_Cert.jsp)

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
my Official Seal at Trenton, this  
2nd day of November, 2009

A handwritten signature in dark ink, appearing to read "R. David Rousseau", is written over a horizontal line.

R. David Rousseau  
State Treasurer