

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	MERGER										
EFFECTIVE DATE:	12/29/2008										
<b>CONVEYING PARTY DATA</b>											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;">Name</th> <th style="width: 30%;">Execution Date</th> </tr> </thead> <tbody> <tr> <td>Centocor, Inc.</td> <td>12/15/2008</td> </tr> <tr> <td>Ortho Biotech, Inc.</td> <td>12/15/2008</td> </tr> </tbody> </table>		Name	Execution Date	Centocor, Inc.	12/15/2008	Ortho Biotech, Inc.	12/15/2008				
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<b>RECEIVING PARTY DATA</b>											
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name:</td> <td>Centocor Ortho Biotech Inc.</td> </tr> <tr> <td>Street Address:</td> <td>800/850 Ridgeview Drive</td> </tr> <tr> <td>City:</td> <td>Horsham</td> </tr> <tr> <td>State/Country:</td> <td>PENNSYLVANIA</td> </tr> <tr> <td>Postal Code:</td> <td>19044</td> </tr> </table>		Name:	Centocor Ortho Biotech Inc.	Street Address:	800/850 Ridgeview Drive	City:	Horsham	State/Country:	PENNSYLVANIA	Postal Code:	19044
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PROPERTY NUMBERS Total: 1											
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<b>CORRESPONDENCE DATA</b>											
Fax Number: (610)651-6940 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: (610)651-7491 Email: edichter@its.jnj.com Correspondent Name: Eric Dichter Address Line 1: One Johnson & Johnson Plaza Address Line 4: New Brunswick, NEW JERSEY 08933											
ATTORNEY DOCKET NUMBER:	CEN5117										
NAME OF SUBMITTER:	Eric Dichter										
Total Attachments: 11 source=CertofMergerDoc1#page1.tif											

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**PATENT**  
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PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

- ☒ Domestic Business Corporation (§ 1926)  
☐ Domestic Nonprofit Corporation (§ 5926)  
☐ Limited Partnership (§ 8547)

Name \_\_\_\_\_  
Address OT CORP-COUNTER  
City 7443471 State SO Zip Code \_\_\_\_\_

Document will be returned to the  
name and address you enter to  
the left.



Commonwealth of Pennsylvania  
ARTICLES OF MERGER-BUSINESS 7 Page(s)



T0835464123

Fee: \$150 plus \$40 additional for each  
Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:  
Centocor, Inc.

2. Check and complete one of the following:

☒ The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_ County \_\_\_\_\_  
200 Great Valley Parkway Malvern PA 19355

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_

☐ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_ County \_\_\_\_\_

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_

c/o \_\_\_\_\_

☐ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

2008 DEC 19 PM 12:40

PA DEPT OF STATE

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Name	Registered Office Address	Commercial Registered Office Provider	County
Ortho Biotech Inc.	Not registered in Pennsylvania		
Centocor, Inc.	116 Pine Street, Harrisburgh, PA 17101	CT Corporation System	Allegheny

4. Check, and if appropriate complete, one of the following:

☐ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

☒ The plan of merger shall be effective on: December 29, 2008 at \_\_\_\_\_ .  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:	
Name	Manner of Adoption
Centocor, Inc.	Adopted by the action of the board of directors and shareholders of
	the corporation, pursuant to 15 Pa. C.S. 1924(a)

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~  
The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

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Number and street	City	State	Zip	County
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DSCB: 15-1926/5926/8547-3

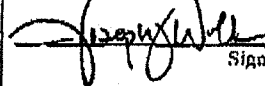
IN TESTIMONY WHEREOF, the undersigned  
corporation/limited partnership has caused these  
Articles/Certificate of Merger to be signed by a duly  
authorized officer thereof this

15<sup>th</sup> day of December

2008

Centocor, Inc.

Name of Corporation/Limited Partnership



Signature

Joseph J. Wolk, Vice President, Finance

Title

Ortho Biotech Inc.

Name of Corporation/Limited Partnership

Signature

Michelle R. Ryan, Vice President, Finance

Title

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Name of Corporation/Limited Partnership



Signature

Michelle R. Ryan, Vice President, Finance

Title

## PLAN OF MERGER

THIS PLAN OF MERGER, dated as of December 8<sup>th</sup>, 2008, is entered into pursuant to Section (15 Pa.C.S.) (1926) of the Pennsylvania Business Entity Laws and Section (14A:10-4.1) of the New Jersey Business Entity Laws and is among Centocor, Inc. ("Centocor"), a Pennsylvania corporation and the surviving corporation and Ortho Biotech Inc. ("Ortho Biotech"), a New Jersey corporation.

WHEREAS, Ortho Biotech desires to merge with and into Centocor and Centocor desires to merge with and into itself Ortho Biotech.

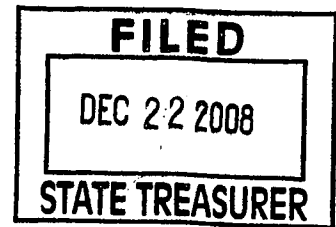
WHEREAS, the parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger.

NOW, THEREFORE, the corporations, parties to this Plan, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby agree upon and prescribe the terms and conditions of said merger, the mode of carrying them into effect and the manner and basis of converting the shares of the constituent corporation into shares of the corporation surviving the merger as follows:

- (a) The Articles of Incorporation and the By-laws of the surviving corporation as they exist on the effective date of the merger shall be and remain the Articles of Incorporation and By-laws of the corporation surviving the merger, except that the name of the surviving corporation on the Articles of Incorporation shall be amended in their entirety and read as follows: 1. The name of the Corporation is: Centocor Ortho Biotech Inc.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) At the effective time of the merger, all property, rights, privileges and other asset of every kind and description of Ortho Biotech shall be transferred to, vested in and devolve upon Centocor without further act or deed.

- (d) All of the issued and outstanding shares of Ortho Biotech are owned and will be owned at the effective time of the merger by Johnson & Johnson, a New Jersey corporation. All of the issued and outstanding shares of Centocor are owned and will be 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 Ortho Biotech shall be canceled and no shares of the survivor shall be issued and exchanged therefore.
- (e) The effective date of the merger shall be December 29<sup>th</sup>, 2008.





**New Jersey Division of Revenue**  
**Certificate of Merger/Consolidation**  
*(Profit Corporations)*

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. 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 State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): ☒ Merger ☐ Consolidation

2. Name of Surviving Business Entity: Centocor, Inc. to be renamed "Centocor Ortho Biotech Inc."

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
Centocor, Inc.	Pennsylvania	0100997462
Ortho Biotech Inc.	New Jersey	0100331071

4. Date Merger/Consolidation adopted: 12/8/08

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Centocor, Inc. Outstanding Shares 1  
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.  
 common

Voting For 1 Voting Against 0 ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ☒.

-b Corp. Name Ortho Biotech Inc. Outstanding Shares 100  
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.  
 common

Voting For 100 Voting Against 0 ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ☒.

-c Corp. Name Outstanding Shares  
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For Voting Against ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) ☐.

6. 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 any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

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.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

Certificate of Merger/Consolidation  
UMC-2  
Page 2

7. Effective Date (see inst.): December 29th, 2008

Centocor, Inc.

  
Joseph J. Wolk, Vice President, Finance

12/15/08

Ortho Biotech Inc.

Michelle R. Ryan, Vice President, Finance

\*\*Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

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