

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
LABORATOIRES SERONO SA	12/12/2008
RECEIVING PARTY DATA	
Name:	MERCK SERONO SA
Street Address:	CENTRE INDUSTRIEL
City:	COINSINS, VAUD
State/Country:	SWITZERLAND
Postal Code:	1267
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12952231
CORRESPONDENCE DATA	
Fax Number:	(352)372-5800
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ATTORNEY DOCKET NUMBER:	SER.LS.104D1
NAME OF SUBMITTER:	FRANK C. EISENSCHENK, PH.D.
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Béatrice EHLERS
NOTARY

ARTICLES OF ASSOCIATION

of

Merck Serono SA

a public limited company with registered office in Coinsins

12 December 2008

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MERCK SERONO SA
ARTICLES OF ASSOCIATION

TITLE I
NAME - REGISTERED OFFICE
PURPOSE - DURATION

Article 1: Name

Under the name MERCK SERONO SA, a public limited liability company governed by these articles of association and by Title XXVI of the Swiss Code of Obligations (hereinafter also referred to as CO), is hereby constituted.

Article 2: Registered office

The registered office of the company is at Coinsins (Vaud Canton).

Article 3: Purpose

The purpose of the company is:

- (1) the conduct of the business of a holding company (acquiring and administering participations both in Switzerland and abroad) in the pharmaceutical and allied fields,
- (2) research, development, creation, manufacture, consultancy, commercial sale and utilisation of technologies for the life sciences,
- (3) registration and utilisation of patents,
- (4) synthesis and commercial sale of biological products for therapeutic purposes,
- (5) conclusion of partnership agreements, mergers and acquisitions of companies in the same business areas. The company may also effect all financial, commercial, industrial and real estate transactions and conclude all contracts appropriate to the development of its purpose or having a direct or indirect bearing upon such purpose.

Article 4: Duration

The company is incorporated for an indefinite duration.

TITLE II SHARE CAPITAL SHARES

Article 5: Share capital

The share capital is set at the sum of CHF 383,758,575 (three hundred and eighty-three million seven hundred and fifty-eight thousand five hundred and seventy-five francs), divided into

- a) 11,013,040 registered "A" shares with limited transferability with a nominal value of CHF 10 (ten francs) each, fully paid up, and
- b) 10,945,127 "B" bearer shares with a nominal value of CHF 25 (twenty-five francs) each, fully paid up.

Article 5 bis: Conditional capital

A. Conditional capital for option and/or convertible loans

The share capital of the company shall be increased by CHF 36,300,000 (thirty-six million three hundred thousand francs) at most, by the issue of 1,452,000 (one million four hundred and fifty-two thousand) "B" type bearer shares with a nominal value of CHF 25 (twenty-five) francs each to be paid up in full by the exercise of option and/or conversion rights granted in relation to the loans issued by member companies of the Seroxo Group.

The amount and conditions of the loans, together with the procedures and conditions for the exercise of option and/or conversion rights and the issue price are to be determined by the Board of Directors. The holders of convertible bonds or option rights carried by option bonds are entitled to acquire new shares.

The Board of Directors may issue loans which are directly underwritten by a consortium and subsequently placed with the public, subject to the following provisions.

The Board of Directors determines the conditions for the exercise of the preferential subscription right. Preferential subscription rights which have not been exercised

revert to the company. The Board of Directors may place them on market terms or allow them to expire.

The Board of Directors may cancel the shareholders' preferential subscription right if loans are issued to finance the acquisition of participations or other rights in companies or to finance research and development projects. If the Board of Directors abolishes the shareholders' preferential subscription right, the following provisions shall apply: (a) conversion rights may be exercised only for a maximum period of 15 years and option rights for 7 years from the date of issue of the related loan; (b) convertible and/or option loans must be issued on the standard market conditions (including the standard market conditions relating to protection of option and/or conversion right holders against dilution), and (c) the conversion and/or option price must correspond at least to the average of the prices paid on the Zurich stock market for shares in the company during the 5 day period prior to the determination of the definitive issue conditions for the convertible or option loan concerned.

B. Conditional capital for a stock option plan

The company's share capital shall be increased by CHF 14,452,550 (fourteen million four hundred and fifty-two thousand five hundred and fifty francs) at most, i.e. 578,102 (five hundred and seventy-eight thousand one hundred and two) "B" type bearer shares with a nominal value of CHF 25 (twenty-five francs) each, to be paid up in full by the exercise of option rights which the Board of Directors intends to grant to the staff of the member companies of the Serono Group and to the directors of the company.

The shareholders' subscription right does not apply to these new shares.

The Board of Directors shall stipulate in a regulation the conditions and procedures for granting options and for their exercise.

The shares may be subscribed at a price which is lower than the stock market price.

Article 5 ter: Authorised capital

Until 25 April 2008 the Board of Directors is authorised to increase the share capital by a maximum of CHF 190,471,500 (one hundred and ninety million four hundred and seventy-one thousand five hundred francs) by issuing a maximum of 7,618,860 (seven million six hundred and eighteen thousand eight hundred and sixty) "B" type bearer shares with a nominal value of CHF 25 (twenty-five francs) each, fully paid up. The Board of Directors may arrange for the share capital to be increased in its entirety or by tranches. Preferential subscription rights which have been granted



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but not exercised shall be placed at the disposal of the Board of Directors which shall use them in the interests of the company.

The Board of Directors is authorised to exclude the preferential subscription right of the shareholders in favour of a bank or another institution which directly underwrites the shares chosen by the Board of Directors if the bank or institution which underwrites the shares undertakes to offer the shareholders a right to subscribe to the newly issued shares in proportion to their current participation. The Board of Directors is likewise authorised to exclude the shareholders' preferential subscription right and to assign the shares or the preferential right to subscribe to shares to third parties in the event of the acquisition of a company or parts of a company, the taking of a participation in a business or a company, or similar transactions and the financing of such transactions.

The share issue price, the way in which payment for the shares is to be made and the date from which the new shares shall give an entitlement to dividends and the conditions for the exercise of the preferential subscription right shall be determined by the Board of Directors.

Article 6: Shares

6.1 Shares are of the registered or bearer type. They are numbered and signed by a director whose signature may be printed.

Each share gives entitlement to a proportional part of the profit and of the proceeds of liquidation.

6.2 In lieu of single registered or bearer shares, the company may issue certificates representing more than one share.

6.3 Registered shares

Registered shares are indivisible in relation to the company which acknowledges only one holder of each registered share. Shareholders who own registered shares must notify any change of address to the company. Any communication by the company to the shareholders is deemed to be valid when it is notified to the last recorded address of the shareholder.

6.4 Register of registered shares

The Board of Directors keeps a register of registered shares which indicates the name and address of the owners and beneficiaries from usufruct in registered shares.

Only the persons whose names appear on this register are regarded as being the owners of, or beneficiaries of usufruct in, registered shares in relation to the company.



No entry in the share register shall be made between the day on which the General Meeting is convened and the day following the date of the General Meeting.

6.5 Transfer of registered shares

The transfer of registered shares must be approved by the company. The Board of Directors has authority to decide. The request for authorisation must include a statement by which the purchaser of the shares certifies that he is taking the shares over in his own name and for his own account. The company will inform the applicant whether the transfer has been authorised or declined.

Entry in the register will be declined if the applicant has not specifically stated that he is purchasing the shares in his own name and for his own account.

Entry in the register may be declined for justified reasons associated with the registered purpose or the economic independence of the company and, in particular, when the purchaser is a person who competes with the company or a company or business in which it holds participations.

The company may, without stating reasons, withhold its approval for a share transfer by offering to take over the shares from the seller for its own account, for the account of other shareholders or for that of third parties at the real value at the time when the application for transfer is received by the company.

In the event of transfer by inheritance, the company must enter in the share register the name of the acquiring party, save where there is a justified reason for not doing so within the meaning of paragraph 3 above. In that assumption, if the company proposes to refuse the transfer, it must offer to take the shares over for its own account, for the account of other shareholders or for that of third parties at the real value at the time when the application for entry in the register is received by the company.

If the company proposes to purchase shares for the account of shareholders, it must respect the principle of equal treatment of the holders of registered shares.

After hearing the persons concerned, the Board of Directors may cancel with retroactive effect, the entries in the share register made on the basis of inaccurate declarations.

The above provisions likewise apply to the creation of usufruct in registered shares of the company.

Registered shares cannot be the subject of a pledge, guarantee or charge of any nature whatsoever without the specific prior approval of the Board of Directors which is free to decide whether to state reasons for its decision.

Reservations concerning the free transfer of registered shares will be indicated on the documents which represent the shares.

The provisions of Article 6.5 may be amended solely by a decision taken by a majority as stipulated in article 704, para 1, CO.

6.6 Conversion of shares

The General Meeting may decide at any time to convert all or some of the registered shares into bearer shares and vice versa.

Article 7: Increase of the share capital

7.1 The General Meeting may at any time decide to increase the share capital by issuing new registered or bearer shares. Each series of shares may itself be the subject of a specific issue.

7.2 Every shareholder is entitled to the proportion of newly issued shares corresponding to his previous participation. Where an increase in the share capital comprises an increase of registered shares and bearer shares in the same proportion, each holder of registered shares is entitled to subscribe to the registered shares only in proportion to the number of his registered shares and each shareholder who owns bearer shares is only entitled to subscribe to new bearer shares in proportion to the number of his shares.

TITLE III ORGANISATION OF THE COMPANY

A. General Meeting

Article 8

8.1 The General Meeting is the supreme body of the company. Its decisions are binding on all of the shareholders.

8.2 Decisions of the General Meeting which are in breach of the law or articles of association may be contested by the Board of Directors and by each shareholder under the conditions stipulated in article 706 of the Code of Obligations.

Article 9

The General Meeting of shareholders has the inalienable right to:

9.1 adopt and amend the articles of association

9.2 appoint and dismiss members of the Board of Directors and the auditors

9.3 approve the annual report and financial statements of the group

9.4 approve the annual financial statements and determine the appropriation of the profit and, in particular, set the dividend.

9.5 grant a release to the members of the Board of Directors

9.6 take all decisions which are reserved for it by the law and by the articles of association.

Article 10

10.1 No decision may be taken upon matters which have not been placed on the agenda, save on the proposal to convene an Extraordinary General Meeting or to establish a special audit.

10.2 There is no need for an advance announcement of proposals which fall within the framework of items placed on the agenda or of deliberations which do not have to be followed by a vote.

Article 11

11.1 The General Meeting is held at the registered office of the company or at the place designated by the Board of Directors.

11.2 The Ordinary General Meeting is held each year within six month of the end of the financial year.

11.3 Extraordinary General Meetings are convened as often as is necessary, in particular in the cases stipulated by law and by decision of the General Meeting itself.



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Article 12

The General Meeting is convened by the Board of Directors and, if necessary, by the auditors. The liquidators are likewise entitled to convene a meeting.

Article 13

13.1 The General Meeting is convened not less than twenty days before the date set for it to be held by registered letter sent to each of the registered shareholders at the address stated in the register of registered shares and by publication in the Feuille Officielle Suisse du Commerce (Swiss Official Commercial Gazette).

13.2 The invitation to attend the General Meeting must indicate the items placed on the agenda, together with the motions of the Board of Directors and of the shareholders who have asked for the meeting to be convened or for an item to be placed on its agenda, provided that this has been notified in writing to the Secretariat of the Board of Directors not less than 45 days before the date set for the meeting. The invitation to attend must also state the date, place and time of the meeting.

13.3 Proposals for amendments to the articles of association shall be placed at the disposal of shareholders at the registered office of the company; an indication that they are so available must be given in the invitation to attend the meeting.

13.4 Invitations to attend the Ordinary General Meeting must inform the shareholders that the annual report, the profit and loss account together with the balance sheet and financial statements of the group and the auditor's report are available for consultation by the shareholders at the registered office of the company not less than twenty days before the General Meeting.

Article 14

Owners or representatives of all the shares may, if there is no opposition, hold a General Meeting without observing the formalities stipulated for it to be convened. As long as they are all present, this meeting is entitled to deliberate and act validly on all the matters which fall within the terms of reference of the General Meeting.

Article 15

Each share gives the entitlement to one vote.



Article 16

Each registered shareholder may arrange for all or some of his shares to be represented by a different person who must carry a written proxy.

Article 17

17.1 As a general rule, the General Meeting is validly constituted regardless of the number of shares which are represented.

17.2 Save where otherwise stipulated in the law or articles of association, the General Meeting takes its decisions and holds its elections by an absolute majority of the votes carried by the shares which are represented.

17.3 A decision of the General Meeting which receives not less than two-thirds of the votes carried by the shares which are represented and an absolute majority of the nominal values represented is required to change the registered purpose, introduce shares with privileged voting rights, restrict the transferability of registered shares, proceed to an authorised or conditional increase of the share capital, increase the share capital by means of equity, against a contribution in kind or with a view to the acquisition of assets and the granting of special advantages, limitation or cancellation of the preferential subscription right, transfer of the registered office of the company and winding up of the company without liquidation.

Article 18

18.1 Minutes of the General Meeting are written and must indicate the number, type, nominal value and category of the shares represented by the shareholders, the official bodies and the independent representatives and custodial representatives, the decisions and outcome of the elections, the requests for information and the answers given, together with statements which the shareholders ask to be recorded. The minutes are to be signed by the Chairman and by the Secretary of the meeting.

18.2 The extracts of the minutes which are issued must be certified true copies by a director or by any other person designated for this purpose.

Article 19

19.1 The General Meeting is chaired by the Chairman of the Board of Directors or by some other director designated by the Board of Directors. Failing this, a chairman of the day shall be appointed by the General Meeting.

19.2 The Chairman of the General Meeting appoints the secretary and the teller or tellers.

B. BOARD OF DIRECTORS

Article 20

20.1 The Board of Directors of the company comprises one or more members.

20.2 (Deleted)

Article 21

21.1 The Directors are appointed for a one-year term of office.

21.2 They may be re-elected indefinitely.

21.3 The Board of Directors shall appoint its Chairman and Secretary by a simple majority.

Article 22

22.1 The Board of Directors is convened by the Chairman or, on his instructions, by the Secretary as often as business so requires.

22.2 Minutes of its deliberations and decisions shall be written and signed by the Chairman and Secretary.

Article 23

23.1 Decisions of the Board of Directors are taken by a majority of the members present provided, however, that they constitute a majority of the Board of Directors.

23.2 In the event of a tied vote, the Chairman shall have a casting vote.

23.3 The decisions of the Board of Directors may also be taken in the form of approval given in writing to a proposal by a majority of all the directors who must all be informed of the proposal, unless a discussion is requested by any one of the members. These decisions must be recorded in the minutes.

Article 24

The Board of Directors has the most extensive possible powers to manage the company. It is authorised to take decisions on all matters which are not assigned to, or reserved for, the General Meeting and other bodies of the company.

Article 25

25.1 The Board may entrust all or part of the management and representation of the company to one or more directors (delegates) or to third parties who need not necessarily be shareholders.

25.2 It appoints procuration holders and other authorised representatives of the company.

25.3 It grants the right to sign individually or jointly on behalf of the company.

25.4 (Deleted)

Article 26

The Board of Directors shall adopt organisational rules.

C. EXECUTIVE COMMITTEE

(Deleted)

D. AUDIT BODY

Article 27

The General Meeting appoints the audit body to serve for one financial year if an ordinary or restricted audit must be performed.

It may decide not to elect an audit body, if:

1. the company is not subject to an ordinary audit
2. all of the shareholders agree to this, and



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3. the company workforce does not exceed 10 full-time posts on an annual average.

This waiver shall likewise apply to subsequent years.

However, each shareholder is entitled to request a restricted audit no later than ten days before the General Meeting. A General Meeting (extraordinary) must then elect the audit body.

The statutory provisions apply to the tasks of the audit body.

In the event of an ordinary audit, the audit body must be present at the General Meeting. This may dispense with the presence of the audit body by a decision taken unanimously.

Article 27 bis

One or more natural persons or corporate bodies, together with partnerships, may act as the audit body.

The audit body must have its domicile, registered office or a branch entered in the register of commerce in Switzerland. When the company has more than one audit body, one at least must meet this requirement.

When the company is required to submit its annual financial statements for ordinary verification by an audit body in virtue of Art. 727 paras. 1, 2 or 3 and 727 para. 2 CO, the General Meeting shall elect an expert auditor approved within the meaning of the federal law on supervision of auditors of 16 December 2005 to act as the audit body.

When the company is required to submit its annual financial statements to a restricted verification by an audit body, the General Meeting shall elect an approved auditor within the meaning of the federal law on the supervision of auditors of 16 December 2005 to serve as the audit body. The right to dispense with the election of an audit body is reserved. The audit body must be independent within the meaning of Art. 728 or 729 CO.

The mandate of the audit body ends upon the approval of the latest annual financial statements. Its term of office may be renewed. The General Meeting may at any time dismiss the audit body with immediate effect.



TITLE IV
ANNUAL FINANCIAL STATEMENTS
AND APPROPRIATION OF THE PROFIT

Article 28

The financial year begins on the first of January and ends on the thirty-first of December.

Article 29

29.1 The annual financial statements are drawn up in compliance with the provisions of Articles 662 to 670 CO.

29.2 The financial statements are drawn up as of on the thirty-first of December.

Article 30

30.1 Each year, one-twentieth of the profit for the financial year shall be set aside to a general reserve until the latter reaches one-fifth of the share capital which has already been paid up. Further amounts shall be set aside if any part of the reserve is used up.

30.2 The balance of the profit shall be appropriated in compliance with the decisions of the General Meeting, after consulting the Board of Directors.

30.3 The binding provisions of law concerning statutory reserves must be respected.

Article 31

The dividend shall be paid at the time fixed by the Board of Directors. Any dividend which has not been claimed within five years of the date on which it falls due shall be automatically time-barred in favour of the company.

TITLE V
LIQUIDATION

Article 32

32.1 When a decision to wind up the company is taken, the liquidation shall be effected by the Board of Directors, save where otherwise decided by the General Meeting.

32.2 At least one of the liquidators must be domiciled in Switzerland and have authority to represent the company.

32.3 The liquidators shall agree among themselves upon the method of signing on behalf of the company.

Article 33

33.1 In the course of liquidation, the powers of the bodies of the company are restricted to the actions required for this operation and which, by their nature, do not fall within the province of the liquidators.

33.2 The General Meeting of shareholders retains the right to approve the liquidation accounts and to grant a release for them.

33.3 The liquidator or liquidators cannot transfer to third parties against payment or against any other consideration, the assets and liabilities of the company which has been wound up, save in virtue of a decision taken by the General Meeting.

TITLE VI
PUBLICATIONS

Article 34

Publications for the company shall be made in the Feuille Officielle Suisse du Commerce (Swiss Official Commercial Gazette).

ARTICLES OF ASSOCIATION ADOPTED by the constituent General Meeting of 20
May 1987 and amended at the Extraordinary General Meeting of 12 December 2008.

Certified:

Beatrice EHLERS
NOTARY

Signed

Attestation

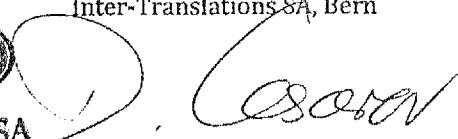
We hereby certify that, to the best of our knowledge, this is a correct translation of the
respective document.

Bern, 08.06.2009



Inter-Translations SA
Pavillonweg 14 • CH-3001 Bern

Inter-Translations SA, Bern


Danielle Cesarov-Zaugg


SA
Bern

Béatrice EHLERS
NOTARY

MINUTES

of the Extraordinary General Meeting of Shareholders of

Laboratoires Serono SA

changed to

Merck Serono SA

a limited liability company with registered office in Coinsins

Minute No. 337 dated 12 December 2008



Inter-Translations SA
Pavillonweg 14 • CH-3001 Bern

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RECORD OF PROCEEDINGS

IN THE YEAR TWO THOUSAND AND EIGHT, on Friday twelve December, at 10 am, I, the undersigned, BEATRICE EHLERS, notary in Lausanne for the Canton of Vaud, acting at the request of the Board of Directors, drew up the following authentic record of the proceedings of the Extraordinary General Meeting of Shareholders of

Laboratoires Serono SA

a limited liability company with registered office in Coinsins.

The meeting was chaired by Maître Markus Funk, domiciled in Chêne-Bougeries.

The undersigned notary drafted the record of proceedings which was drawn up in the authentic form required by law.

The Chairman noted the fact that the entire share capital amounting to 11,013,040 (eleven million thirteen thousand and forty) registered shares with a nominal value of CHF 10 (ten francs) each and 10,945,127 (ten million nine hundred and forty-five thousand one hundred and twenty-seven) bearer shares of CHF 25 (twenty-five francs) was represented, as stated in the attendance register which was produced to remain enclosed in the file of the company at the office of the undersigned notary; the meeting was therefore able to hold valid deliberations pursuant to the provisions of Article 701 of the Swiss Code of Obligations.

The agenda proposed by the Chairman and adopted unanimously was as follows:

1. Change of name – amendment to the articles of association
2. Other changes to the articles of association
3. Other business

1. Change of name – amendment to the articles of association

The Chairman explained the reasons for which it had been felt appropriate by the Board to recommend a change of name to the meeting; he proposed that the meeting should agree to adopt "Merck Serono SA" as the official name of the company in future.

The meeting unanimously agreed to the proposed name for the company.

On the basis of the decision which had thus been taken, the Chairman proposed that Article 1 of the articles of association be amended to now read as follows:

"Article 1: Name

Under the name Merck Serono SA, a public limited liability company governed by these articles of association and by title XXVI of the Swiss Code of Obligations (hereinafter also referred to as CO) is hereby constituted".

The new wording of article 1 was adopted unanimously.

2. Other changes to the articles of association

The Chairman explained to the meeting that the Board of Directors had felt it appropriate to use the present General Meeting as an opportunity to update the articles of association following the entry into force of the new law on companies on 1 January 2008. He therefore proposed the amendments set out below to the following articles:

The new wording of Article 9, para. 1, would be as follows:

*"The General Meeting of shareholders has the inalienable right:
[...]"*

Article 20, section 20.1, would now read as follows:

"The Board of Directors of the company comprises one or more members".

Article 27 is cancelled and replaced by Articles 27 and 27 bis to read as follows:

"Article 27

The General Meeting appoints the audit body for a term of one financial year if an ordinary or restricted audit has to be performed.

It may refrain from electing an audit body if:

- 1. The company is not required to undergo an ordinary audit*
- 2. The totality of the shareholders agree to this, and*
- 3. The staff complement of the company does not exceed 10 full-time posts on an annual average.*

This waiver likewise applies to subsequent years.

However, each shareholder is entitled to require a restricted audit to take place no later than ten days before the General Meeting. An (extraordinary) General Meeting must then elect the audit body.

The tasks of the audit body shall be determined by the statutory provisions.

In the event of an ordinary audit, the audit body must attend the General Meeting. The latter may waive the requirement for the audit body to be present by a unanimous decision.

Article 27 bis

One or more natural persons or corporate bodies may be elected to act as the audit body, as may partnerships.

The domicile, registered office or a branch establishment of the audit body must be entered in the register of commerce in Switzerland. If the company has more than one audit body, at least one of them must satisfy this requirement.

If the company is required to submit its annual account statements for an ordinary audit by an audit body in virtue of Art 727, para. 1, ch. 2 or ch. 3 and 727, para. 2 CO, the General Meeting shall elect an approved expert auditor within the meaning of the federal law on the supervision of auditors of 16 December 2005 to act as the audit body.

Where the company is required to submit its annual account statements for a restricted audit by an audit body, the General Meeting shall elect an approved auditor within the meaning of the federal law on the supervision of auditors of 16 December 2005 to act as the audit body. The waiver of the election of an audit body is reserved.

The audit body must be independent within the meaning of Art 728 or 729 CO. The mandate of the audit body ends with the approval of the final annual account statements. Its term of office may be renewed. The General Meeting may dismiss the audit body with immediate effect at any time".

The above amendments to the articles of association were all adopted unanimously.

3. Other business

The meeting gave full authority to the undersigned notary to arrange for the present record to be entered in the register of commerce.

There being no other items on the agenda and nobody else wishing to speak, the meeting was closed after these minutes had been read out and approved, ending with the signing by the Chairman and the notary in the year, month and on the day indicated above in Lausanne, at ten fifteen am.

The minute is signed: M. Funk – B. Ehlers, not.

SECOND CERTIFIED TRUE COPY
Delivered to the company,

Certified by:

(signature) B Ehlers
(Seal of Béatrice Ehlers NOTARY)

Attestation

We hereby certify that, to the best of our knowledge, this is a correct translation of the respective document.

Bern, 08.07.2009

Inter-Translations SA, Bern



Danielle Cesarov-Zaugg

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