

09-03-1998



To the Honorable Commissioner of Patents

100810934

and original documents or copy thereof.

Box Assignment, Washington, DC 20231

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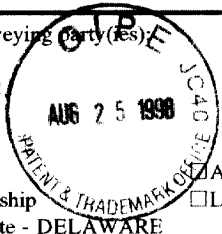
1. Name of conveying party(ies)
ANSAN, INC

Individual(s)
 General Partnership
 Corporation-State - DELAWARE
 Other

Association
 Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes
 No

MRD 8-25-98



2. Name and address of receiving party(ies):
Name: DISCOVERY LABORATORIES, INC.

Internal Address: _____

Street Address: 509 MADISON AVENUE

City NEW YORK State NY 10022

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State DELAWARE
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: NOVEMBER 24, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
74733,162

B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: NANCY A. ZOUBEK, ESQ.

File No.: 8662-007-999

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

NANCY A. ZOUBEK, ESQ. 8/25/98
Name of Person Signing Reg. No. Signature Date

Total number of pages comprising cover sheet: 6



**CERTIFICATE OF MERGER
MERCING
DISCOVERY LABORATORIES, INC.
WITH AND INTO
ANSAN PHARMACEUTICALS, INC.**

Pursuant to Section 251 of the General Corporation Law of
the State of Delaware

Discovery Laboratories, Inc., a Delaware corporation ("Discovery") and Ansan Pharmaceuticals, Inc., a Delaware corporation ("Ansan"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That Discovery was incorporated on May 18, 1993, pursuant to the Delaware General Corporation Law (the "Delaware Law"), and that Ansan was incorporated on November 6, 1992, pursuant to the Delaware Law.

SECOND: That an Agreement and Plan of Reorganization and Merger (the "Merger Agreement"), dated as of July 16, 1997, among Ansan and Discovery, setting forth the terms and conditions of the merger of Discovery with and into Ansan (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware Law.

THIRD: That the name of the surviving corporation (the "Surviving Corporation") shall be "Discovery Laboratories, Inc."

FOURTH: That pursuant to the Merger Agreement, the Certificate of Incorporation of the Surviving Corporation is amended to read in its entirety as set forth in Exhibit A hereto.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

509 Madison Avenue
New York, New York 10022

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the Merger shall become effective at 5:00 pm on the day of filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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FEB 26 '98 11:36
2 P. NO. 0009

REEL: 1776 FRAME: 0441
PAGE. 004

IN WITNESS WHEREOF, each of Discovery and ANSAN has caused this Certificate of Merger to be executed in its corporate name this 24th day of November, 1997.

DISCOVERY LABORATORIES, INC.

E. J. Myrysthopoulos

By: *Evan Myrysthopoulos*
Its: *Chief Operating Officer*

ANSAN PHARMACEUTICALS, INC.

Vaughan H. J. Shalson

By: *Vaughan H. J. Shalson*
Its: *Chief Executive Officer*

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11/19/97 4:44 PM

CERTIFICATE OF CORRECTION

OF

DISCOVERY LABORATORIES, INC.



DISCOVERY LABORATORIES, INC., a Delaware corporation, does hereby certify as follows:

1. A certificate of amendment was submitted for filing by the corporation and filed by the Secretary of State of the State of Delaware on November 25, 1997.
2. The certificate of amendment is hereby corrected by amending the heading of the certificate of amendment in its entirety to read as follows:

CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
DISCOVERY LABORATORIES, INC.

Pursuant to Section 242 of the
General Corporation Law of the
State of Delaware

3. The certificate of amendment is further corrected by substituting for all references to the corporation's "Certificate of Incorporation" a reference to the corporation's "Restated Certificate of Incorporation".
4. The certificate of amendment is further corrected by substituting for paragraph 2 thereof the following:

2. The Restated Certificate of Incorporation of the Corporation is hereby amended as follows:

The first paragraph of Section A of Article FOURTH is hereby amended to read in its entirety as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 25,000,000 consisting of 20,000,000 shares of common stock, par value \$.001 per share (the "Common Stock"), and 5,000,000 shares of

preferred stock, par value \$.001 per share (the "Preferred Stock"). Each share of Common Stock issued and outstanding immediately prior to 5:00 p.m. on November 25, 1997 shall be recombined and reclassified into 1/3 of one share of Common Stock."

The first paragraph of Section B.4(a) of Article FOURTH is hereby amended to read in its entirety as follows:

"The shares of Series B Convertible Preferred Stock shall be convertible, in whole or in part, at the option of the holder thereof and upon notice to the Corporation as set forth in paragraph (b) below, into fully paid and nonassessable shares of Common Stock and such other securities and property as hereinafter provided. The shares of Series B Convertible Preferred Stock shall be convertible initially at the rate of 1.556628 shares of Common Stock for each full share of Series B Convertible Preferred Stock and shall be subject to adjustment as provided herein. The initial conversion price per share of Common Stock is \$6.4242 and shall be subject to adjustment as provided herein. For purposes of this resolution, the "conversion rate" applicable to a share of Series B Convertible Preferred Stock shall be the number of shares of Common Stock and number or amount of any other securities and property as hereinafter provided into which a share of Series B Convertible Preferred Stock is then convertible and shall be determined by dividing the then existing conversion price into \$10.00."

IN WITNESS WHEREOF, the corporation has caused this Certificate of Correction to be executed in its corporate name this 17th day of December, 1997.

DISCOVERY LABORATORIES, INC.

By:



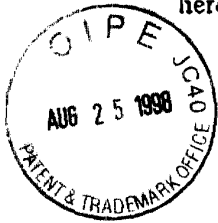
Name: James S. Kuo, M.D.
Title: Chief Executive Officer

CERTIFICATE OF CORRECTION

OF

DISCOVERY LABORATORIES, INC.

DISCOVERY LABORATORIES, INC., a Delaware corporation, does hereby certify as follows:



1. A certificate of merger was submitted for filing by the corporation and filed by the Secretary of State of the State of Delaware on November 25, 1997.
2. The certificate of merger was inaccurately set forth with a reference to the Certificate of Incorporation being amended and attached as an exhibit. The certificate of merger should have recited that the Restated Certificate of Incorporation was being amended and restated in its entirety. The Certificate of Incorporation attached as an exhibit to the certificate of merger was an inaccurate record of the corporate action referred to in the certificate of merger.
3. The certificate of merger is hereby corrected by substituting for paragraph FOURTH thereof the following:

FOURTH: That pursuant to the Merger Agreement, the Restated Certificate of Incorporation of the Surviving Corporation is amended to read in its entirety as set forth in Exhibit A hereto.
4. Exhibit A to the certificate of merger, as corrected hereby, is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Correction to be executed in its corporate name this 17th day of December, 1997.

DISCOVERY LABORATORIES, INC.

By: 
 Name: James S. Kuo, M.D.
 Title: Chief Executive Officer