

08-19-1999



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8.16.99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

- Formerly
- Individual General Partnership Limited Partnership Corporation Association
 - Other
 - Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code
- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 - Corporation Association
 - Other
 - Citizenship/State of Incorporation/Organization

08/18/1999 MTHAI1 00000270 75403418

01 FC:481 40.00 DP
02 FC:482 825.00 DP

FOR OFFICE USE ONLY

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Susan Okin Goldsmith

Susan Okin Goldsmith

8-13-99

Name of Person Signing

Signature

Date Signed

885741
2225957
2256099
2252000
1107715
1267650
208885
747517
1664688
2259049
721545
721546
1312029
1692372
1853447
784741
1060592
573713
418241
662137
1533881
605685
1394594

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BRADLEY PHARMACEUTICALS, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "BRADLEY PHARMACEUTICALS, INC." UNDER THE NAME OF "BRADLEY PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9230339
DATE: 08-03-98

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**BRADLEY PHARMACEUTICALS, INC.,
A NEW JERSEY CORPORATION**

INTO

**BRADLEY PHARMACEUTICALS, INC.,
A DELAWARE CORPORATION**

To the Secretary of State
State of Delaware

Pursuant to Section 253 of the General Corporation Law of Delaware, it is hereby certified that:

1. Bradley Pharmaceuticals, Inc., a Delaware corporation ("Bradley-Del."), is incorporated pursuant to the General Corporation Law of the State of Delaware.

2. Bradley Pharmaceuticals, Inc., a New Jersey corporation ("Bradley-NJ"), owns all of the outstanding shares of capital stock of Bradley-Del.

3. The corporation surviving the merger is Bradley-Del. (the "Surviving Corporation"), which shall retain the name Bradley Pharmaceuticals, Inc.

4. Bradley-NJ, by the resolutions of its Board of Directors duly adopted by unanimous written consent in lieu of a meeting dated June 1, 1998, determined to merge the Bradley-NJ with and into Bradley-Del. upon the terms and subject to the conditions set forth in such resolutions. A true copy of said resolutions is attached hereto as Exhibit A. Such resolutions adopt an Agreement and Plan of Merger, which includes a provision for the pro rata issuance of stock, and warrants and options to purchase stock, of the Surviving Corporation to the holders of the stock, warrants and options of the Company, respectively, on surrender of their certificates therefor. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

5. The proposed merger was adopted, approved, certified, executed and acknowledged by Bradley-NJ in accordance with the laws of the state under which it is organized.

6. The proposed merger shall be effective at the date and time at which (i) a copy of this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware pursuant to Sections 253 and 103 of the General Corporation Law of the State of Delaware and (ii) a copy of the Certificate of Merger in form of Exhibit B hereto is filed with the Secretary of State of the State of New Jersey by the Surviving Corporation.

7. The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Company, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of §262 of the General Corporation Law of the State of Delaware, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address of the Surviving Corporation to which such process may be mailed is 383 Route 46 West, Fairfield, New Jersey 07004.

IN WITNESS WHEREOF, Bradley Pharmaceuticals, Inc., a New Jersey corporation and Bradley Pharmaceuticals, Inc., a Delaware corporation have caused this Certificate to be executed by their respective duly authorized officers this 16th day of July, 1998.



BRADLEY PHARMACEUTICALS, INC.

By: [Signature]
DANIEL GLASSMAN, President

BRADLEY PHARMACEUTICALS, INC.

By: [Signature]
DANIEL GLASSMAN, President

ATTEST:

[Signature]

ATTEST:

[Signature]