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09-03-1999

U.S. Department of Commerce  
Patent and Trademark Office

TRADEMARK



Original document(s) or copy(ies).

TO: The Commissioner of Patents and Tr

**Submission Type**

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

101133836

- Assignment
- License
- Merger
- Security Agreement
- Change of Name
- Nunc Pro Tunc Assignment
- Effective Date:
- Other:



**Conveying Party**

**Execution Date**

Name TAYLOR PHARMACEUTICALS, INC.

6-16-99

Formerly

- Individual     General Partnership     Limited Partnership     Corporation     Association
- Other
- Citizenship/State of Incorporation/Organization Illinois
- Mark if Additional Names of Conveying Parties Attached

**Receiving Party**

Name AKORN, INC.

DBA/AKATA

Address 2500 Millbrook Drive

Address

Address Buffalo Grove

Illinois

60089

City

State/Country

Zip Code

- Individual     General Partnership     Limited Partnership     Corporation     Association
- Other
- Citizenship/State of Incorporation/Organization Louisiana
- Domestic Representative Designation Attached:     Yes     No
- Mark if Additional Names of Receiving Parties Attached

**Correspondent Name and Address**

Claudia M. Werner  
Leydig, Voit & Mayer, Ltd.  
Two Prudential Plaza, Suite 4900  
Chicago, Illinois 60601-6780

Telephone: (312) 616-5600  
Facsimile: (312) 616-5700  
Attorney Docket No. 202196

**Pages** Enter the total number of pages of the attached conveyance document including any attachments: 6

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached

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

**Trademark Application Number(s)**

**Registration Number(s)**

75572570

**Number of Properties**

Enter the total number of properties involved: 1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): 40.00

Method of Payment:

- Enclosed
- Deposit Account No. 12-1216

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 true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Claudia M. Werner

August 27, 1999

Name of Person Signing

Signature

Date

TRADEMARK  
REEL: 001952 FRAME: 0741

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 16, 1999

3054-826-4

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704



RE AKORN, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED OR BE SUBJECT TO A FINE AS PROVIDED BY THE BUSINESS CORPORATION ACT.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICERS OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35.

SINCERELY,

*Jesse White*

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
DOCUMENT SECTION  
TELEPHONE (217) 782-7880

File Number 3054-826-4



# State of Illinois Office of The Secretary of State

**Whereas,** ARTICLES OF MERGER OF  
AKORN, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF LOUISIANA HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 16TH day of JUNE A.D. 1999 and of the Independence of the United States the two hundred and 23RD .



*Jesse White*

Secretary of State

Form **BCA-11.25**

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # 3054-826-4

(Rev. Jan. 1996)

~~SECRET~~  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

**SUBMIT IN DUPLICATE**

**FILED**



JUN 16 1999

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 6/16/99  
Filing Fee \$ 100.00

Approved:

**DO NOT SEND CASH!**

Remit payment in check or money order, payable to "Secretary of State."

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation

State or Country  
Of Incorporation

Corporation File No.

Taylor Pharmaceuticals, Inc.

Illinois

3054-826-4

Akorn, Inc.

Louisiana

5943-940-5

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ <sup>surviving</sup> corporation: Akorn, Inc.  
~~acquiring~~

(b) it shall be governed by the laws of: Louisiana

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows:

If not sufficient space to cover this point, add one or more sheets of this size.

See Exhibit A attached hereto.

**EXPEDITED**

JUN 16 1999

**SECRETARY OF STATE**

5. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

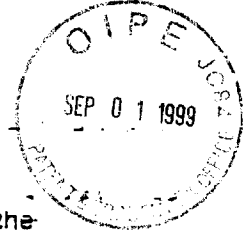
(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20



Name of Corporation

_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

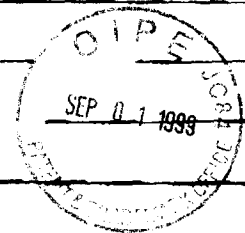
It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Taylor Pharmaceuticals, Inc.	100	100 issued
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____



b. (Not applicable to 100% owned subsidiaries) The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_\_.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 6-15-, 19 99

attested by Rita McConville  
 (Signature of Secretary or Assistant Secretary)

Rita McConville, Secretary  
 (Type or Print Name and Title)

Taylor Pharmaceuticals, Inc.  
 (Exact Name of Corporation)

by Floyd Benjamin  
 (Signature of President or Vice President)

Floyd Benjamin, President  
 (Type or Print Name and Title)

Dated 6-15-, 19 99

attested by Rita McConville  
 (Signature of Secretary or Assistant Secretary)

Rita McConville, Secretary  
 (Type or Print Name and Title)

Akorn, Inc.  
 (Exact Name of Corporation)

by Floyd Benjamin  
 (Signature of President or Vice President)

Floyd Benjamin, President  
 (Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_\_

attested by \_\_\_\_\_  
 (Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
 (Type or Print Name and Title)

\_\_\_\_\_  
 (Exact Name of Corporation)

by \_\_\_\_\_  
 (Signature of President or Vice President)

\_\_\_\_\_  
 (Type or Print Name and Title)

C-195.4