

08-07-2001



101802236

To the Honorable Commissioner of Pa

ached original documents or copy thereof.

1. Name of conveying party(ies):

Reliant Pharmaceuticals, Inc.
721 Route 202-206 South
Bridgewater, NJ 08807

7-26-01

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 6, 2000

Name: Reliant Pharmaceuticals, LLC

Internal Address: _____

Street Address: 110 Allen Road

City: Liberty Corner State: NJ ZIP: 07938

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

Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
76/107,614

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Ira J. Hammer, Esq.

Internal Address: Gibbons, Del Deo, Dolan,

Griffinger & Vecchione

Street Address: One Riverfront Plaza

City Newark State: NJ ZIP: 07102-5497

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

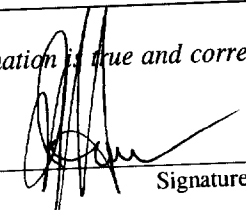
08/06/2001 6TOM11 00000112 76107614
01 FC:481 40.00 OF

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.

Ira J. Hammer, Esq.
Name of Person Signing


Signature

July 26, 2001
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "RELIANT PHARMACEUTICALS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "RELIANT PHARMACEUTICALS, INC." TO "RELIANT PHARMACEUTICALS, LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1253766

DATE: 07-20-01

3090538 8100V

010350926

TRADEMARK
REEL: 002342 FRAME: 0288

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/06/2000
001345340 - 3090538

CERTIFICATE OF CONVERSION

OF

RELIANT PHARMACEUTICALS, INC.
(a Delaware corporation)

INTO

RELIANT PHARMACEUTICALS, LLC
(a Delaware limited liability company)

RELIANT PHARMACEUTICALS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That Reliant Pharmaceuticals, Inc. was originally incorporated on August 31, 1999 in the State of Delaware under the name "Bay City Pharmaceuticals, Inc."

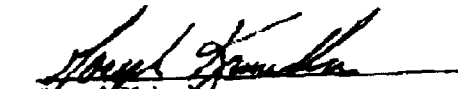
SECOND: That on April 17, 2000 Bay City Pharmaceuticals, Inc. did file a Certificate of Amendment changing its name to "Reliant Pharmaceuticals, Inc."

THIRD: That Reliant Pharmaceuticals, Inc. does now wish to convert from a corporation to a limited liability company, pursuant to Section 266 of the General Corporation Law, to be named Reliant Pharmaceuticals, LLC, as set forth in the Certificate of Formation, filed contemporaneously herewith.

FOURTH: That the conversion of Reliant Pharmaceuticals Inc. to Reliant Pharmaceuticals, LLC has been approved by the board of directors and sole stockholder of Reliant Pharmaceuticals, Inc. in accordance with Section 266 of the General Corporation law.

IN WITNESS WHEREOF, Reliant Pharmaceuticals, Inc. has caused this Certificate of Conversion to be executed by its President as of the 6th day of July, 2000.

RELIANT PHARMACEUTICALS, INC.
(a Delaware corporation)

By: 
Joseph Krivulka
President

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "RELIANT PHARMACEUTICALS, LLC" FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3090538 8100V

AUTHENTICATION: 1253766

010350926

DATE: 07-20-01

TRADEMARK
REEL: 002342 FRAME: 0290

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/06/2000
001345340 - 3090538

CERTIFICATE OF FORMATION
OF
RELIANT PHARMACEUTICALS, LLC

This Certificate of Formation of Reliant Pharmaceuticals, LLC (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, as amended.

1. The name of the Company is:

Reliant Pharmaceuticals, LLC

2. The address of the registered office of the Company in Delaware is 1013 Centre Road, Wilmington, County of New Castle, Delaware. The name of its Registered Agent at that address is the Corporation Service Company.

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has caused this Certificate of Formation to be duly executed as of the 6th day of July, 2000.

RELIANT PHARMACEUTICALS, LLC

By:


Joseph Kravulka
Authorized Signatory