

REC

09-23-2002



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TO THE ASSISTANT COMMISSIONER OF PATENTS

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original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

ISTA PHARMACEUTICALS, INC.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State California
- Other:

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

2. Name and address of receiving party(ies):

Name: ISTA PHARMACEUTICALS, INC.

Internal Address:

Street Address: 15279 Alton Parkway, Suite 100

City: Irvine State: CA ZIP: 92618

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State Delaware

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) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) August 3rd, 2000

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

a. Trademark Application No(s):
75/861825; 75/896997; 75/902614; 75/933860;
75/943976; 76/049475; 78/148090

b. Trademark Registration No(s):
2420402; 2380344; 2261326

Additional numbers attached? Yes No

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

Name: James J. Mullen III, Ph.D.
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995

Internal Address: Fourteenth Floor
Street Address: 2040 Main Street
City: Irvine State: CA ZIP: 92614
Attorney's Docket No.:

ISTA.009T/011T/019T/039T/045T/046T/049T/050T/058T/
073T/

7. Total fee (37 CFR 1.21(h)): \$265

Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees that may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 10

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.

James J. Mullen III, Ph.D.
Name of Person Signing

Signature

Date

19 SEP 2002

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

Mail documents to be recorded with required cover sheet information to:

09/24/2002 TDIAZI 00000001 75861825

01 FC:481 40.00 OP
02 FC:482 150.00 OP

U.S. Patent and Trademark Office
Attn: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202

09/24/2002 TDIAZI
00000001 75861825
Name/Number: 75861825
FC: 704

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 MERGER, WHICH MERGES:

"ISTA PHARMACEUTICALS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "ISTA PHARMACEUTICALS, INC." UNDER THE NAME OF "ISTA PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 2000, AT 8:30 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3241629 8100M

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0600539

AUTHENTICATION:

08-04-00

DATE:

CERTIFICATE OF MERGER

OF

ISTA PHARMACEUTICALS, INC., A CALIFORNIA CORPORATION

with and into

ISTA PHARMACEUTICALS, INC., A DELAWARE CORPORATION

Under Section 252 of the General Corporation Law of the State of Delaware

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, as amended, ISTA Pharmaceuticals, Inc., a Delaware corporation ("ISTA-Delaware"), hereby certifies to the following information relating to the merger of Ista Pharmaceuticals, Inc., a California corporation ("ISTA-California"), with and into ISTA-Delaware (the "Merger").

1. The name and the state of incorporation of each of the constituent corporations in the Merger are:

- a) Ista Pharmaceuticals, Inc., a California corporation; and
- b) ISTA Pharmaceuticals, Inc., a Delaware corporation.

2. An agreement and plan of reorganization, dated as of August 3, 2000 by and between ISTA-California and ISTA-Delaware ("Merger Agreement"), setting forth the terms and conditions of such Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is: ISTA Pharmaceuticals, Inc. ("Surviving Corporation")

4. The Certificate of Incorporation of ISTA-Delaware, as it exists immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.

5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 15279 Alton Parkway, Building 100, Irvine, California 92618.

6. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of ISTA-California or ISTA-Delaware.

7. The authorized capital stock of ISTA-California immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware is: 40,000,000 shares of Common Stock, no par value per share and 26,933,878 shares of Preferred Stock no par value per share; 1,951,753 shares of Preferred Stock are designated as Series A Preferred Stock, 1,951,753 shares of Preferred Stock are designated as Series A-1 Preferred Stock, 1,955,555 shares of Preferred Stock are designated as Series B Preferred Stock, 1,955,555 shares of Preferred Stock are designated as Series B-1 Preferred Stock, 6,600,000 shares of Preferred Stock are designated as Series C Preferred Stock, 6,600,000 shares of Preferred Stock are designated as Series C-1 Preferred Stock, 2,959,631 shares of Preferred Stock are designated as Series D Preferred Stock and 2,959,631 shares of Preferred Stock are designated as Series D-1 Preferred Stock

IN WITNESS WHEREOF, ISTA Pharmaceuticals, Inc., a Delaware corporation, has caused this Certificate to be signed by Edward H. Danse, its authorized officer, on the 3rd day of August, 2000.

ISTA PHARMACEUTICALS, INC.

By: /s/ Edward H. Danse

Edward H. Danse

Title: Chief Executive Officer

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