

05-12-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/200...) Tab settings

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HEET LY U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

5.6.03

Penederm Incorporated

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 07/30/97

2. Name and address of receiving party(ies)

Name: Penederm Incorporated

Internal Address: Suite A

Street Address: 320 Lakeside Drive

City: Foster City State: CA Zip: 94404

- 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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS 2003 MAY - 6 AM 9:51 FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1975112; 2221364; 2099935; 2118244; 1693938;

Additional number(s) attached Yes No

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

Name: Patricia L. Cotton

Internal Address: Pillsbury Winthrop LLP

05/09/2003 ECOOPER 00000068 1975112

01 FC:8521 40.00 DP 02 FC:8522 100.00 DP

Street Address: 2550 Hanover Street

City: Palo Alto State: CA Zip: 94304

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

03-3975

DO NOT USE THIS SPACE

9. Signature.

Patricia L. Cotton Name of Person Signing

Patricia L Cotton Signature

5/2/03 Date

Total number of pages including cover sheet, attachments, and document: 3

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

01 FC:8521

40.00 DP

TRADEMARK REEL: 002729 FRAME: 0476

**CERTIFICATE OF MERGER**

**OF**

**PENEDERM INCORPORATED,  
a California corporation**

**INTO**

**PENEDERM INCORPORATED,  
a Delaware corporation**

**(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

**Penederm Incorporated, a Delaware corporation, hereby certifies that:**

**(1) The name and state of incorporation of each of the constituent corporations are:**

- (a) Penederm Incorporated, a Delaware corporation ("Penederm Delaware"); and**
- (b) Penederm Incorporated, a California corporation ("Penederm California").**

**(2) An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by Penederm California and by Penederm Delaware in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.**

**(3) The name of the surviving corporation is Penederm Incorporated, a Delaware corporation, which will continue its existence as the surviving corporation under its present name upon the effective date of the merger.**

**(4) The certificate of incorporation of Penederm Delaware shall be the certificate of incorporation of the surviving corporation after the effectiveness of the merger.**

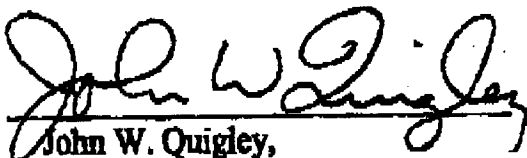
(5) The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, Penederm Delaware, located at 320 Lakeside Drive, Foster City, California 94404.

(6) A copy of the Agreement of Merger will be furnished by Penederm Delaware, on request and without cost, to any stockholder of Penederm California or Penederm Delaware.

(7) The authorized capital stock of Penederm California is 30,000,000 shares of Common Stock and 10,000,000 shares of Preferred Stock.

IN WITNESS WHEREOF, Penederm Delaware has caused this Certificate of Merger to be signed by John W. Quigley, its Senior Vice President, Research and Development, on the 30th day of July, 1997.

Penederm Incorporated,  
a Delaware corporation

By:   
John W. Quigley,  
Senior Vice President, Research and  
Development