

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Integrity Pharmaceutical Corporation

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

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

3. Nature of conveyance:

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

Execution Date: 2/6/04

2. Name and address of receiving party(ies)

Name: Xanodyne Pharmaceuticals, Inc. Internal Address: Suite 300 Street Address: 7300 Turfway Road City: Florence State: KY Zip: 41042

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

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

A. Trademark Application No.(s) 76/527215; 76/392087; 76/490545

B. Trademark Registration No.(s) 2,417,561; 2,754,166; 2,738,615; 2,422,799

Additional number(s) attached Yes No

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

Name: Kurt A. Summe

Internal Address: Wood, Herron & Evans, LLP 2700 Carew Tower

Street Address: 441 Vine Street

City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41): \$ 415.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

23-3000

DO NOT USE THIS SPACE

9. Signature.

Kurt A. Summe Name of Person Signing

[Handwritten Signature] Signature

June 23, 2004 Date

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

7

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

CH \$415.00 233000 76527215

4. Application/patent numbers - Continued

- B. 2,417,021
- 2,420,708
- 2,655,718
- 2,586,454
- 2,799,653
- 0,601,943
- 0,932,809
- 2,660,370
- 2,307,762

Delaware

PAGE 1

The First State

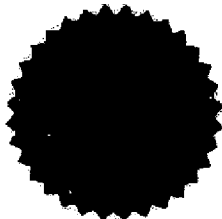
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INTEGRITY PHARMACEUTICAL CORPORATION", A INDIANA CORPORATION,

WITH AND INTO "XANODYNE PHARMACEUTICALS, INC." UNDER THE NAME OF "XANODYNE PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF FEBRUARY, A.D. 2004, AT 1:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTH DAY OF FEBRUARY, A.D. 2004.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2916729

TRADEMARK
DATE: 02-06-04
REEL: 002878 FRAME: 0382

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:09 PM 02/06/2004
FILED 01:09 PM 02/06/2004
SRV 040083602 - 3236996 FILE

CERTIFICATE OF MERGER

**Merger of
INTEGRITY PHARMACEUTICAL CORPORATION
with and into
XANODYNE PHARMACEUTICALS, INC.**

It is hereby certified that:

FIRST: The constituent business corporations participating in the merger herein certified are:

Xanodyne Pharmaceuticals, Inc. which is incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware; and

Integrity Pharmaceutical Corporation which is incorporated and duly organized pursuant to the Indiana Business Corporation Law.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Integrity Pharmaceutical Corporation in accordance with the laws of the State of Indiana and by Xanodyne Pharmaceuticals, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger herein certified is Xanodyne Pharmaceuticals, Inc., which will continue its existence as said surviving corporation under the name Xanodyne Pharmaceuticals, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware and Indiana Business Corporation Law.

FOURTH: The Certificate of Incorporation of Xanodyne Pharmaceuticals, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: The Executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place business of Xanodyne Pharmaceuticals, Inc., the surviving corporation; the address of which is 7300 Turfway Road, Suite 300, Florence, Kentucky 41042.

SIXTH: A copy of the Agreement of Merger will be furnished by Xanodyne Pharmaceuticals, Inc., the surviving corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

SEVENTH: The authorized capital stock of Integrity Pharmaceutical Corporation consists of :

- i. 30,500,000 shares of Common Stock;
- ii. 4,500,000 shares of Series A Convertible Preferred Stock;
- iii. 2,875,000 shares of Series B Convertible Preferred Stock;
- iv. 1,912,000 shares of Series C Convertible Preferred Stock;
- v. 5,237,991 shares of Series D Convertible Preferred Stock; and
- vi. 5,975,009 shares of additional preferred stock.

EIGHTH: The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on February 7, 2004.

IN WITNESS WHEREOF, Xanodyne Pharmaceuticals, Inc., the surviving corporation, has caused this certificate to be signed by a duly authorized officer, on this 6th day of February, 2004.

By: *Thomas P. Jennings*
 Print Name: Thomas P. Jennings
 Its: Secretary

**State of Indiana
Office of the Secretary of State**

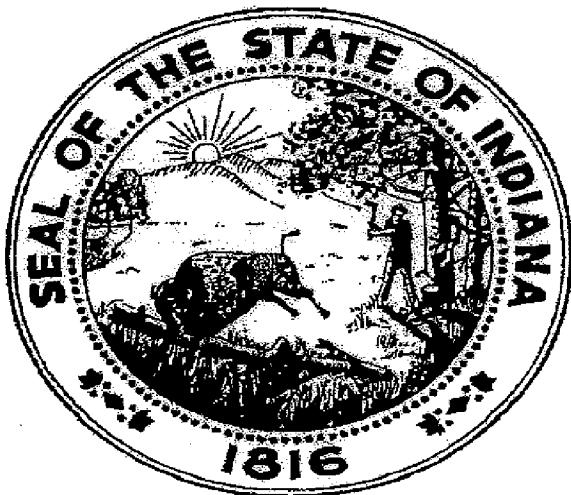
CERTIFICATE OF AMENDMENT

of

INTEGRITY PHARMACEUTICAL CORPORATION

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, February 06, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 6, 2004.

TODD ROKITA,
SECRETARY OF STATE

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**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

XANODYNE PHARMACEUTICALS, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that NonQualified Certificate of Merger of the above Delaware Non-Qualified Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Miscellaneous.

The following non-surviving entity(s):

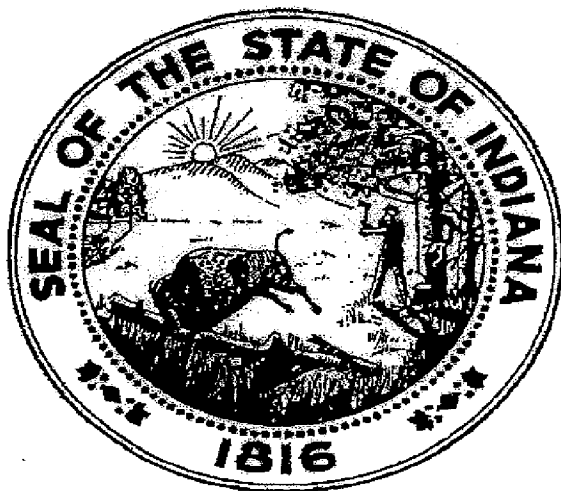
INTEGRITY PHARMACEUTICAL CORPORATION

a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

XANODYNE PHARMACEUTICALS, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Saturday, February 07, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 6, 2004.

TODD ROKITA,
SECRETARY OF STATE

2004020900362 / 2004020977212