

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| ATI ACQUISITION CORP. | | 02/16/1999 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | DISCOVERY LABORATORIES, INC. | | |
| Street Address: | 350 SOUTH MAIN STREET | | |
| City: | DOYLESTOWN | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 18901 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2232473 | SURFAXIN | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)755-7306 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (212) 326-3939 | | |
| Email: | NAZOUBEK@JONESDAY.COM | | |
| Correspondent Name: | JONES DAY | | |
| Address Line 1: | 222 EAST 41ST STREET | | |
| Address Line 4: | NEW YORK, NEW YORK 10017 | | |
| ATTORNEY DOCKET NUMBER: | 9415-006-999 | | |
| NAME OF SUBMITTER: | NANCY ZOUBEK, ESQ | | |
| Total Attachments: 2 | | | |
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| source=merge2#page2.tif | | | |

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STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

SUBSIDIARY INTO PARENT
Section 253

CERTIFICATE OF OWNERSHIP
MERGING

ATI ACQUISITION CORP.

INTO

DISCOVERY LABORATORIES, INC.

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

Discovery Laboratories, Inc., a corporation originally incorporated under the name of Ansan, Inc. on the 6th day of November, 1992 and subsequently changed to Discovery Laboratories, Inc. on the 25th day of November, 1997 (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware:

DOES HEREBY CERTIFY that the Corporation owns 100% of the outstanding shares of each class of stock of ATI Acquisition Corp., a corporation originally incorporated under the name of Acute Therapeutics, Inc. on the 11th day of September, 1996, and amended its name to ATI Acquisition Corp. on the 16th day of June, 1998, pursuant to the provisions of the General Corporation Law of the State of Delaware ("ATI") and that the Corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 16th day of February, 1999, determined to and did merge ATI into itself, which resolution is as follows:

WHEREAS the Corporation lawfully owns 100% of the outstanding shares of each class of stock of ATI, a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS in the judgment of this Board of Directors it is desirable for business reasons to merge ATI into the Corporation and to be possessed of all the estate, property, rights, and privileges of ATI;

NOW THEREFORE, upon motion duly made, seconded and carried, it was unanimously

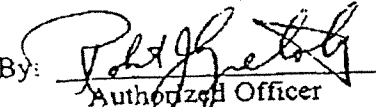
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:05 PM 10/25/1999
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RESOLVED, that such merger be effected by transferring all the assets and related liabilities of ATI into the Corporation; and

FURTHER RESOLVED, that an authorized officer of the Corporation be and is hereby directed to make and execute a certificate of ownership setting forth a copy of resolution to merge and assume ATI's liabilities and obligations, the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered, and directed to do and perform all such further acts and things, to execute and deliver in the name of the Corporation, and where necessary or appropriate, to file with the appropriate governmental authorities, all such further certificates, instruments, or other documents, as in their judgment shall be necessary or advisable in order to effectuate such merger, the intent and purposes of the foregoing resolutions, and any or all of the transactions contemplated therein.

IN WITNESS WHEREOF, Discovery Laboratories, Inc., for the purpose of merging ATI into Discovery Laboratories, Inc. under the laws of the State of Delaware, has caused this Certificate of Ownership to be executed in its corporate name this 2/31 day of October, A.D. 1999.

By: 
Authorized Officer

Name: Robert J. Capetola

Title: President/CEO