

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Adams Laboratories, Inc.		04/18/2005	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Adams Respiratory Therapeutics, Inc.
Street Address:	425 Main Street
City:	Chester
State/Country:	NEW JERSEY
Postal Code:	07930
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78604563	A
Serial Number:	78604534	A
Serial Number:	76566928	A ADAMS RESPIRATORY THERAPEUTICS
Registration Number:	1600314	ADAMS
Serial Number:	78604524	ADAMS RESPIRATORY THERAPEUTICS
Serial Number:	78604545	ADAMS RESPIRATORY THERAPEUTICS
Serial Number:	78509439	HUMIBID CS
Serial Number:	78509443	HUMIBID E
Serial Number:	76623838	MR. MUCUS
Serial Number:	76623839	MR. MUCUS
Serial Number:	78571944	
Serial Number:	76297961	MUCINEX

CORRESPONDENCE DATA

CH \$315.00 78604563

Fax Number: (813)314-5160
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 813-227-8500
Email: karen.lee@hklaw.com
Correspondent Name: James B. Lake, Esq.
Address Line 1: P.O. Box 1288
Address Line 4: Tampa, FLORIDA 33601-1288

NAME OF SUBMITTER:	Karen Lee
Signature:	/karen lee/
Date:	07/05/2005

Total Attachments: 4
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Office of the Secretary of State

CERTIFICATE OF AMENDMENT OF

Adams Respiratory Therapeutics, Inc.
146025700

[formerly: ADAMS LABORATORIES, INC.]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 04/18/2005
Effective: 04/18/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

ADAMS LABORATORIES, INC.
ARTICLES OF AMENDMENT

FILED
In the Office of the
Secretary of State of Texas

APR 18 2005

To the Secretary of State of
the State of Texas:

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

ARTICLE ONE

The name of the Corporation is Adams Laboratories, Inc., a Texas corporation (the "Corporation").

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation by written consent dated as of April 18, 2005:

Article I of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

"The name of the corporation is Adams Respiratory Therapeutics, Inc."

ARTICLE THREE

By written consent dated as of April 18, 2005:

- (1) The holders of (i) more than 60% of the outstanding shares of the Corporation's Series A Convertible Preferred Stock, par value \$.01 per share (the "Series A Preferred") (ii) more than 50% of the outstanding shares of the Corporation's Series B Convertible Preferred Stock, par value \$.01 per share (the "Series B Preferred") and (iii) more than 50% of the outstanding shares of the Corporation's Series C Convertible Preferred Stock, par value \$.01 per share (the "Series C Preferred") (as required by Section 10 of the amended and restated Statement of Resolution establishing and designating the Series A Preferred, Series B Preferred and Series C Preferred and fixing and determining the relative rights thereof which was filed with the Texas Secretary of State on May 19, 2003 (the "Statement of Resolution")) adopted an amendment to the Statement of Resolution (the "Statement of Resolution Amendment") whereby the Statement of Resolution was amended and restated to read as set forth in Exhibit A.

Subject to the shareholder approval referred to above, the Board of Directors of the Corporation duly adopted the resolutions set forth on Exhibit A by unanimous written consent, dated as of March 21, 2005.

ARTICLE FOUR

The number of shares of all classes and series of capital stock of the Corporation outstanding at the time of the adoption of the foregoing amendments were 59,940,184, consisting of 17,508,366 shares of common stock, \$.01 par value per share (the "Common Stock"), 12,271,333 shares of Series A Preferred (with an aggregate of 18,111,028 votes), 16,345,548 shares of Series B Preferred, and 13,814,937 shares of Series C Preferred.

The number of shares entitled to vote on these Articles of Amendment were the 59,940,184 shares (with an aggregate of 65,779,879 votes) of Common Stock, Series A Preferred, Series B Preferred and Series C Preferred, voting together as a single class.

The only shares entitled to vote on the Statement of Resolution Amendment were the 12,271,333 shares of Series A Preferred (with an aggregate of 18,111,028 votes), 16,345,548 shares of Series B Preferred and 13,814,937 shares of Series C Preferred, each voting as separate classes.

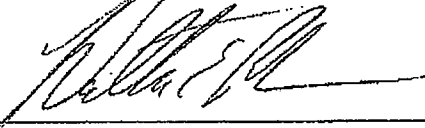
ARTICLE FIVE

The holders of 48,512,358 shares (with an aggregate of 53,996,143 votes) of Common Stock, Series A Preferred, Series B Preferred and Series C Preferred, outstanding and entitled to vote and voting together as a single class have signed a consent in writing adopting these Articles of Amendment in accordance with the provision of Article 9.10A of the Texas Business Corporation Act. No shares of Common Stock, Series A Preferred, Series B Preferred or Series C Preferred voted against or abstained on the adoption of these Articles of Amendment.

The holders of 9,298,904 shares (with an aggregate of 14,782,689 votes) of Series A Preferred, 15,949,910 shares of Series B Preferred and 12,704,586 shares of Series C Preferred outstanding and entitled to vote on the Statement of Resolution Amendment each voting as separate classes have signed a consent in writing adopting the Statement of Resolution Amendment in accordance with the provision of Article 9.10A of the Texas Business Corporation Act and Section 10 of the Statement of Resolution. No shares of Series A Preferred, Series B Preferred or Series C Preferred voted against or abstained on the adoption of the Statement of Resolution Amendment.

IN WITNESS WHEREOF, Adams Laboratories, Inc. has caused this instrument to be executed this 18th day of April, 2005.

ADAMS LABORATORIES, INC.

By: 

Name: Walter E. Riehemann

Title: Vice President & General Counsel