

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/09/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stiefel Laboratories, Inc.		09/09/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Stiefel Laboratories, Inc.
Street Address:	255 Alhambra Circle
City:	Coral Gables
State/Country:	FLORIDA
Postal Code:	33134
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 78

Property Type	Number	Word Mark
Registration Number:	846422	ACNE-AID
Registration Number:	887377	ACNE-AID
Registration Number:	687472	BRASIVOL
Registration Number:	1665399	BREVOXYL
Registration Number:	2031007	CAPSAGESIC
Registration Number:	2884585	CLARIPEL
Registration Number:	2112554	CLINDETS
Registration Number:	2492970	CLOBEVATE
Registration Number:	2468155	DERMAVITE
Registration Number:	875015	DP
Registration Number:	2871306	DU IT DIFFERENTLY
Registration Number:	2741491	DUAC
Registration Number:	1434460	EPILYT

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Registration Number:	2987023	GLADES
Registration Number:	2748501	GLADASE
Registration Number:	2503669	GP
Registration Number:	2524245	GP GLADES
Registration Number:	2186227	GP GLADES 1ST IN DERMATOLOGY 1ST IN SERVICE
Registration Number:	2830378	IMPRUV
Registration Number:	1041609	LACTICARE
Registration Number:	1721310	LACTICARE
Registration Number:	2274583	
Registration Number:	2985988	
Registration Number:	2887353	NAVA-SC
Registration Number:	824605	NEOLATUM
Registration Number:	818412	OILATUM
Registration Number:	246744	OILATUM
Registration Number:	504015	OILATUM
Registration Number:	1952462	ORASTAT
Registration Number:	966901	PANOXYL
Registration Number:	2904042	POLYTAR
Registration Number:	714338	POLYTAR
Registration Number:	1965883	RESPITE
Registration Number:	2594527	ROSAC
Registration Number:	751015	S STIEFEL
Registration Number:	762198	S STIEFEL
Registration Number:	2839726	SARNA
Registration Number:	1277492	SARNA
Registration Number:	2641424	SARNA
Registration Number:	794350	SASTID
Registration Number:	2655421	SOLUTIONS FOR YOUR SKIN
Registration Number:	1654019	STEADFAST
Registration Number:	2956534	STIEFEL
Registration Number:	622452	STIEFEL
Registration Number:	2269048	STIEFEL
Registration Number:	2473851	STIEPROX
Registration Number:	856894	STUDENT'S CHOICE
Registration Number:	810956	SULFOXYL

Registration Number:	1196098	TINAMED
Registration Number:	2419435	TUPICAL
Registration Number:	2538456	TUPORAL
Registration Number:	2530701	WEBDERM
Registration Number:	751939	ZEASORB
Registration Number:	2413978	ZETACET
Registration Number:	1422491	ZNP BAR
Registration Number:	2233018	TRICHOBAN
Registration Number:	2236986	PRAMEQUIN
Registration Number:	1325344	SFC
Registration Number:	1888182	PEDISILK
Serial Number:	78698634	ALL GAIN NO PAIN
Serial Number:	78629596	APERIO
Serial Number:	78483261	B-DRIER
Serial Number:	78591553	G
Serial Number:	78591543	G
Serial Number:	76570873	LACTIMAX
Serial Number:	76628069	MIMX
Serial Number:	78524370	MIMYX
Serial Number:	76589055	MYRAC
Serial Number:	76534463	PEDURAL
Serial Number:	76583498	ROSAC CREAM WITH SUNSCREENS
Serial Number:	76639786	SASTID
Serial Number:	78585257	SEBORAC
Serial Number:	78661858	SEBPREV
Serial Number:	76586997	SLI
Serial Number:	78669119	SP STONEBRIDGE PHARMA
Serial Number:	78683419	TANOVEA
Serial Number:	78648406	WAKE UP YOUR FACE
Serial Number:	78486722	ZYTOPIC

CORRESPONDENCE DATA

Fax Number: (305)858-0008

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 305-858-8000

Email: trademark@malloylaw.com

Correspondent Name: Malloy & Malloy, P.A.
Address Line 1: 2800 S.W. 3rd Avenue
Address Line 4: Miami, FLORIDA 33129

ATTORNEY DOCKET NUMBER:	7.480.05
NAME OF SUBMITTER:	Andrew W. Ransom
Signature:	/Andrew W. Ransom/
Date:	11/22/2005

Total Attachments: 8

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State of New York } ss:
Department of State }

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **September 12, 2005**



A handwritten signature in black ink, appearing to read "R. M. ...", is written over the seal.

Secretary of State

DOS-200 (Rev. 03/02)

DRAWDOWN
ACCT# 30

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CERTIFICATE OF MERGER

OF

STIEFEL LABORATORIES, INC.,
a New York corporation

INTO

STIEFEL LABORATORIES, INC.,
a Delaware corporation

Under Section 907 of the New York Business Corporation Law

IT IS HEREBY CERTIFIED, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "Surviving Constituent Corporation," is STIEFEL LABORATORIES, INC. The jurisdiction of its incorporation is Delaware; and the date of its incorporation therein is August 31, 2005. The Surviving Constituent Corporation has not filed an Application for Authority in the State of New York, and may not do business in New York until an Application for Authority shall have been filed with the Department of State of the State of New York.

THIRD: The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "Merged Constituent Corporation," is STIEFEL LABORATORIES, INC, which was originally formed under the name STIEFEL MEDICINAL SOAP COMPANY, INC., and which owns all of the outstanding shares of the Surviving Constituent Corporation. The date upon which its certificate of incorporation was filed by the Department of State is September 11, 1944. A restated certificate of incorporation of the Surviving Constituent Corporation was filed on February 12, 2001, and a second restated certificate of incorporation was filed on September 8, 2005.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series and the specification of the classes and series entitled to vote on the plan of merger and the specification of each class and series entitled to vote as a class, as follows:

Stiefel Laboratories, Inc. (Delaware)

<u>Designation of each outstanding class and series</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>
Class A Common Stock	100	Common Stock
Class B Common Stock	None	
Class C Common Stock	None	

NINTH: The Surviving Constituent Corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the Merged Constituent Corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.


TENTH: The Surviving Constituent Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon it is: 255 Alhambra Circle, Coral Gables, Florida 33134.

ELEVENTH: The constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the said Department of Taxation and Finance by each constituent domestic corporation.


TWELFTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be the date upon the filing of the Certificate of Merger with the Department of State.

Signed on September 9, 2005.

STIEFEL LABORATORIES, INC., a New York
corporation

By: 
Charles W. Stiefel, President

STIEFEL LABORATORIES, INC., a Delaware
corporation

By: 
Charles W. Stiefel, President

MIAMI 396888 (2X)

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TRADEMARK
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DRAWDOWN
ACCT# 30

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CERTIFICATE OF MERGER

OF

STIEFEL LABORATORIES, INC.,
a New York corporation

WITH AND INTO

STIEFEL LABORATORIES, INC.,
a Delaware corporation

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

SEP -9 2005

Under Section 907 of the New York Business Corporation Law.

TAX \$ _____
BY: Be

Filed by: Michele Beauvais Wagoner
(Name)

White & Case LLP
Wachovia Financial Center, Suite 4900
200 South Biscayne Boulevard
(Mailing address)

Miami, FL 33131-2352
(City, State and Zip code)

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Delaware

PAGE 1

The First State

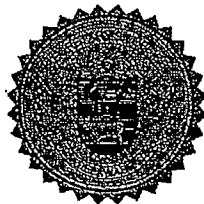
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STIEFEL LABORATORIES, INC.", A NEW YORK CORPORATION,
WITH AND INTO "STIEFEL LABORATORIES, INC." UNDER THE NAME OF "STIEFEL LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF SEPTEMBER, A.D. 2005, AT 12:24 O'CLOCK P.M.

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

4023955 8100M

050740027



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4144849

DATE: 09-09-05

TRADEMARK
REEL: 003198 FRAME: 0366

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:27 PM 09/09/2005
FILED 12:24 PM 09/09/2005
SRV 050740027 - 4023955 FILE

CERTIFICATE OF MERGER

OF

STIEFEL LABORATORIES, INC., a New York corporation

WITH AND INTO

STIEFEL LABORATORIES, INC., a Delaware corporation

Stiefel Laboratories, Inc., a corporation organized and existing under the laws of the State of Delaware ("Stiefel Delaware"), DOES HEREBY CERTIFY pursuant to Section 252 of the General Corporation Law of the State of Delaware ("DGCL"):

FIRST: That Stiefel Delaware is a Delaware corporation, and Stiefel Laboratories, Inc., a corporation organized and existing under the laws of the State of New York ("Stiefel New York") and together with Stiefel Delaware, the "Constituent Corporations") is a New York corporation.

SECOND: That an agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with subsection (c) of Section 252 of the DGCL.

THIRD: That the name of the surviving corporation shall be Stiefel Laboratories, Inc., a Delaware corporation.

FORTH: That the certificate of incorporation of Stiefel Delaware shall be the certificate of incorporation of the surviving corporation.

FIFTH: The authorized capital stock of each constituent corporation which is not a Delaware corporation is as follows:

<u>NAME</u>	<u>NUMBER OF SHARES OF AUTHORIZED CAPITAL STOCK</u>	<u>PAR VALUE</u>
Stiefel Laboratories, Inc.	Class A - 340,000	\$.0001
	Class B - 60,000	\$.0001
	Class C Nonvoting - 1,500,000	\$.0001

SIXTH: That the executed agreement of consolidation or merger is on file at the office of Stiefel Delaware, located at 255 Alhambra Circle, Coral Gables, Florida 33134.

SEVENTH: That a copy of the executed agreement of consolidation or merger will be furnished by Stiefel Delaware, on request and without cost, to any stockholder of either Constituent Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed as of September 9, 2005.

STIEFEL LABORATORIES, INC.,
a Delaware corporation

By: 
Charles W. Stiefel, President

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