

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/01/2005		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Adams Respiratory Therapeutics, Inc.		06/01/2005	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Adams Respiratory Therapeutics, Inc.		
<b>Street Address:</b>	425 Main Street		
<b>City:</b>	Chester		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07930		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1361351	HUMIBID	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(813)314-5160		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		
ATTORNEY DOCKET NUMBER:	90158-9		
NAME OF SUBMITTER:	Karen Lee		
Signature:	/karen lee/		

CH \$40.00 1361351

Date:

01/25/2006

**Total Attachments: 5**

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# Delaware

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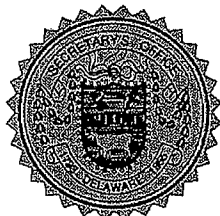
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CORRECTED CERTIFICATE OF OWNERSHIP OF "ADAMS MERGER SUB, INC.", CHANGING ITS NAME FROM "ADAMS MERGER SUB, INC." TO "ADAMS RESPIRATORY THERAPEUTICS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 2005, AT 12:09 O'CLOCK P.M.

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

3971169 8101

050469663



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3927595

DATE: 06-06-05

TRADEMARK  
REEL: 003233 FRAME: 0274

**CORRECTED  
CERTIFICATE OF OWNERSHIP AND MERGER**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

1. That the name of the corporation is Adams Merger Sub, Inc.
2. That a Certificate of Ownership and Merger was filed with the Secretary of State of Delaware on June 1, 2005 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of the Certificate of Ownership and Merger to be corrected is as follows: the resolutions adopted on May 31, 2005 by the Board of Directors of Adams Respiratory Therapeutics, Inc., a corporation organized and existing under the laws of the State of Texas ("Parent Corporation"), as set forth in the Certificate of Ownership and Merger omitted the resolution changing the name of Adams Merger Sub, Inc. ("Subsidiary Corporation") to Adams Respiratory Therapeutics, Inc. upon the merger of Parent into Subsidiary.
4. The Certificate of Ownership and Merger is set forth in its entire corrected form attached hereto.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by David Becker, an Authorized Officer, this 6th day of June, 2005.

By: *David Becker*

Name: David Becker

Title: Executive Vice President and Chief Financial Officer

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
ADAMS RESPIRATORY THERAPEUTICS, INC.  
(Parent Corporation)  
WITH AND INTO  
ADAMS MERGER SUB, INC.  
(Subsidiary Corporation)**

Adams Respiratory Therapeutics, Inc., a corporation organized and existing under the laws of the State of Texas ("Parent Corporation"),

Does hereby certify:

**FIRST:** That Parent Corporation was incorporated on September 12, 1997 pursuant to the Texas Business Corporation Act.

**SECOND:** That Parent Corporation owns all of the issued and outstanding shares of the capital stock of Adams Merger Sub, Inc., a corporation incorporated on June 1, 2005 pursuant to the Delaware General Corporation Law ("Subsidiary Corporation").

**THIRD:** That Parent Corporation, by the following resolutions of its Board of Directors, duly adopted on May 31, 2005, determined to merge itself with and into said Subsidiary Corporation.

**NOW, THEREFORE, BE IT RESOLVED,** that the Board of Directors of the Corporation authorizes the merger of the Corporation with and into Subsidiary and approves and adopts the Merger Agreement in substantially the form presented to the Board together with such changes, additions and deletions thereto as may be deemed advisable by the duly authorized officers of the Corporation, in their sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

**FURTHER RESOLVED,** that the name of Subsidiary following the merger hereby is changed to Adams Respiratory Therapeutics, Inc.;

**FURTHER RESOLVED,** that the Board hereby authorizes and directs that the Corporation submit the Merger Agreement to the shareholders of the Corporation for approval and hereby recommends that the shareholders of the Corporation approve and adopt such Merger Agreement;

**FURTHER RESOLVED,** that the duly authorized officers of the Corporation are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be

paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions;

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed; and

FURTHER RESOLVED, that the Board of Directors hereby directs that these resolutions be included in the corporate records of the Corporation where such documents shall be permanently maintained.

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by Parent Corporation in accordance with the laws under which it is organized.

FIFTH: This Certificate of Ownership and Merger and the merger contemplated hereby will be effective when filed with the Secretary of State of the State of Delaware.

*(Signature on the Following Page)*

IN WITNESS WHEREOF, Adams Respiratory Therapeutics, Inc. has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 1st day of June, 2005.

ADAMS RESPIRATORY  
THERAPEUTICS, INC.

By: *Michael J. Valentino*  
Name: Michael J. Valentino  
Title: Chief Executive Officer and President