

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/01/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cellegy Pharmaceuticals, Inc.		06/15/2004	a California corporation:

RECEIVING PARTY DATA

Name:	Cellegy Pharmaceuticals, Inc.
Street Address:	2085b Quaker Point Drive
City:	Quakertown
State/Country:	PENNSYLVANIA
Postal Code:	18951
Entity Type:	a Delaware corporation:

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2660062	TOSTRELLE
Registration Number:	2900107	RECTOGESIC

CORRESPONDENCE DATA

Fax Number: (415)576-0300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4155760200
 Email: mcm@townsend.com
 Correspondent Name: Margaret C. McHugh
 Address Line 1: Townsend and Townsend and Crew LLP
 Address Line 2: Two Embarcadero Center, 8th Floor
 Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	10692T-008200US
NAME OF SUBMITTER:	Margaret C. McHugh

CH \$65.00 2660062

Signature:	/Margaret C. McHugh/
Date:	03/14/2007
Total Attachments: 7 source=cellegymergercertificate#page1.tif source=cellegymergercertificate#page2.tif source=cellegymergercertificate#page3.tif source=cellegymergercertificate#page4.tif source=cellegymergercertificate#page5.tif source=cellegymergercertificate#page6.tif source=cellegymergercertificate#page7.tif	

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:

"CELLEGY PHARMACEUTICALS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "CELLEGY PHARMACEUTICALS, INC." UNDER THE NAME OF "CELLEGY PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF SEPTEMBER, A.D. 2004, AT 2:25 O'CLOCK P.M.

3774992 8100M

070193323



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5445075

DATE: 02-20-07

TRADEMARK
REEL: 003499 FRAME: 0169

**CERTIFICATE OF MERGER
OF
CELLEGY PHARMACEUTICALS, INC., a CALIFORNIA CORPORATION
WITH AND INTO
CELLEGY PHARMACEUTICALS, INC., a DELAWARE CORPORATION**

**Pursuant to Section 252 of the
General Corporation Law of the State of Delaware**

Cellegy Pharmaceuticals, Inc., a Delaware corporation ("*Sub*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of Cellegy Pharmaceuticals, Inc., a California corporation ("*Cellegy California*"), with and into Sub, with Sub remaining as the surviving corporation of the Merger (the "*Surviving Corporation*"):

- FIRST:** Cellegy California is incorporated pursuant to the Corporations Code of the State of California and Sub is incorporated pursuant to the General Corporation Law of the State of Delaware ("*DGCL*"). Cellegy California and Sub are the constituent corporations in the Merger.
- SECOND:** An Agreement and Plan of Merger and Reincorporation dated as of June 1, 2004 by and between Sub and Cellegy California has been approved, adopted, certified, executed and acknowledged by Cellegy California and Sub in accordance with the provisions of Section 252 of the DGCL.
- THIRD:** The surviving corporation of the Merger shall be Cellegy Pharmaceuticals, Inc., a Delaware corporation.
- FOURTH:** Upon the effectiveness of the Merger, the certificate of incorporation of Sub shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto.
- FIFTH:** The executed Agreement and Plan of Merger and Reincorporation is on file at the principal place of business of Sub, the Surviving Corporation, at 349 Oyster Point Boulevard, Suite 200, South San Francisco, California 94080
- SIXTH:** A copy of the executed Agreement and Plan of Merger and Reincorporation will be furnished by Sub, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH:** The authorized stock and par value of the Cellegy California consists of 35,000,000 shares of common stock, no par value, and 5,000,000 shares of preferred stock, no par value.

{11278/12360/MD/729766.DOC;}

IN WITNESS WHEREOF, Cellegy Pharmaceuticals, Inc., a Delaware corporation, has caused this Certificate of Merger to be executed by its duly authorized President as of June 15, 2004.

CELLEGY PHARMACEUTICALS, INC.

By: 
K. Michael Forrest, President

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
CELLEGY PHARMACEUTICALS, INC.**

Cellegy Pharmaceuticals, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

A. The name of the Corporation is Cellegy Pharmaceuticals, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 22, 2004.

B. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Cellegy Pharmaceuticals, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by A. Richard Juelis, a duly authorized officer of the Corporation, on September 2, 2004.



A. Richard Juelis,
Chief Financial Officer

(1127M123603MD747040.DOC)

Exhibit A

FIRST:

The name of this corporation is Cellegy Pharmaceuticals, Inc. (hereinafter the "*Corporation*").

SECOND:

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, DE 19808, county of New Castle. The name of the registered agent at that address is Corporation Service Company.

THIRD:

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH:

A. The Corporation is authorized to issue two classes of stock to be designated respectively "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is fifty-five million (55,000,000) shares. Fifty million (50,000,000) shares shall be Common Stock, each having a par value of one-hundredth of one cent (\$.0001). Five million (5,000,000) shares shall be Preferred Stock, each having a par value of one hundredth of one cent (\$.0001).

B. Any Preferred Stock not previously designated as to series may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board), and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such series of Preferred Stock and shall fix the designations, preferences and relative, participating, optional or other special rights of each such series of Preferred Stock and the qualifications, limitations or restrictions of such powers, designations, preferences or rights. The Board of Directors is authorized to alter the powers, designation, preferences, rights, qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Preferred Stock, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

FIFTH:

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

B. The directors of the Corporation need not be elected by written ballot unless the By-Laws so provide.

C. Any action required or permitted to be taken by the stockholders of the Corporation at a duly called annual or special meeting of stockholders of the Corporation may be taken by a consent in writing if signed by the holders of outstanding shares having not less than the minimum number of votes which would be necessary to authorize such action at an annual or special meeting.

D. Special meetings of stockholders of the Corporation may be called only by either the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer or the President, or the holders of record of not less than 25% of all shares entitled to cast votes at the meeting, for any purpose or purposes prescribed in the notice of the meeting and shall be held at such place, on such date and at such time as the Board may fix.

SIXTH:

A. The number of directors that shall constitute the whole Board of Directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption). All directors shall hold office until the expiration of the term for which elected, and until their respective successors are elected, except in the case of the death, resignation, or removal of any director. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

B. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation or other cause (including removal from office by a vote of the stockholders) may be filled only by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director, and directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders and until their respective successors are elected, except in the case of the death, resignation, or removal of any director.

SEVENTH:

The Board of Directors is expressly empowered to adopt, amend or repeal By-Laws of the Corporation. The stockholders shall also have power to adopt, amend or repeal the By-Laws of the Corporation. Any adoption, amendment or repeal of Bylaws of the Corporation by the stockholders shall require, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

EIGHTH:

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing provisions of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH:

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation.