

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2006		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Ipsen, Inc.		12/13/2006	CORPORATION: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
Name:	Porton International, Inc.		
Street Address:	27 Maple Street		
City:	Milford		
State/Country:	MASSACHUSETTS		
Postal Code:	01757-3650		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	1624403	DYSPOORT	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)588-0500		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-588-0800		
Email:	docket@flhlaw.com		
Correspondent Name:	Frommer Lawrence & Haug LLP		
Address Line 1:	745 Fifth Avenue		
Address Line 4:	New York, NEW YORK 10151		
ATTORNEY DOCKET NUMBER:	452302-8000		
NAME OF SUBMITTER:	Marilyn Matthes Brogan		
Signature:	/marilyn matthes brogan/		

CH \$40.00 1624403

Date:

08/03/2007

**Total Attachments: 8**

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The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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WITNESSETH

Articles of Merger

IN WITNESS WHEREOF

Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

000-83620

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
Ipsen, Inc.	Massachusetts	December 10, 1999
Porton International, Inc.	Delaware	October 2, 1984

(3) The foreign corporation or other entity  is  is not\* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Porton International, Inc.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Delaware

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: December 31, 2006, at 11:59 pm

(7-8) For each domestic corporation that is a party to the merger:\*\*

(check appropriate box)

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

C  
R.C.

\* Check appropriate box  
\*\* Provide this information for each domestic corporation separately

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 27 Maple Street, Milford, MA 01757-3650  
*(number, street, city or town, state, zip code)*

Ipsen, Inc.

Signed by: Josephin Eymon  
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 13<sup>th</sup> day of December, 2006

Porton International, Inc.

Signed by: M. Davis  
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 8<sup>th</sup> day of December, 2006

TRADEMARK

REEL: 003594 FRAME: 0238

0050

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$250 having been paid, said articles are deemed to have been filed with me this

19th day of December 2000 at 1:32 p.m.  
time

Effective date: \_\_\_\_\_  
(must be within 90 days of date submitted)

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum \$250

1002746

*NS*  
Examined  
Name approved

TO BE FILLED IN BY CORPORATION  
Contact Information:

*Jay OK*

Demetrios Mandilas

Morse, Barnes-Brown & Pendleton, PC

1601 Trapelo Road, Suite 205, Waltham, MA 02451

Telephone: 781-622-5930

Email: dmandilas@mabbp.com

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

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DEC 19 11 13 32

TRADEMARK

**CERTIFICATE OF OWNERSHIP AND MERGER**  
merging  
**IPSEN, INC.**  
(A Massachusetts Corporation)  
into  
**PORTON INTERNATIONAL, INC.**  
(A Delaware Corporation)

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

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Porton International, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of Ipsen, Inc., a Massachusetts corporation (the "Subsidiary").


THIRD: That the Corporation, by the resolutions duly adopted by its Board of Directors and attached as Exhibit A hereto, determined to merge into itself the Subsidiary on the conditions set forth in such resolutions.

FOURTH: Subsidiary is hereby merged with and into the Corporation, such merger to be effective as of 11:59 p.m. on December 31, 2006.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger this 11<sup>th</sup> day of December, 2006.

PORTON INTERNATIONAL, INC.

By:   
Name: John C. Davis  
Title: President

C:\Temp\notes6AF48A\DE Certificate of Merger.doc



EXHIBIT A

Resolutions Adopted by the Board of Directors  
of Porton International, Inc. on December \_\_\_, 2006

RESOLVED: That Ipsen, Inc., a wholly-owned subsidiary of this Corporation (the "Subsidiary"), be merged with and into the Corporation (the "Merger"), with this Corporation being the surviving corporation of the Merger (the "Surviving Corporation"); that the effective time of the Merger (the "Effective Time") shall be 11:59 p.m. on December 31, 2006; that the Corporation deems the Merger to be advisable and in the best interest of this Corporation; that at the Effective Time, the Surviving Corporation shall assume all of Subsidiary's liabilities and obligations, the identity, existence, rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of Subsidiary shall cease and all rights, privileges, powers, franchises, properties and assets of Subsidiary shall be vested in this Corporation; and that the President and Secretary of this Corporation (the "Authorized Officers") be, and each of them acting individually hereby is, authorized on the name and on behalf of this Corporation to take any and all actions and to execute and deliver any and all documents, agreements, instruments or certificates and to do or cause to be done and any and all other things as may in his judgment be necessary, desirable or appropriate in order to give effect to carry out the intent of this resolution, the execution and delivery of any such documents, agreements, instruments or certificates and the taking of any such action to be conclusive evidence that the same has been approved by this Corporation.

**TRADEMARK**

**REEL: 003594 FRAME: 0242**

PORTON INTERNATIONAL, INC.

Written Consent of Sole Director

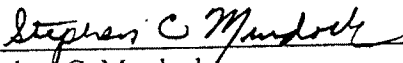
December 15, 2006

The undersigned, being the sole Director of Porton International, Inc., a Delaware corporation (the "Corporation"), does hereby consent to the adoption, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, of the following action by written consent and without a meeting:

MERGER

RESOLVED: That Ipsen, Inc., a wholly-owned subsidiary of this Corporation (the "Subsidiary"), be merged with and into the Corporation (the "Merger"), with this Corporation being the surviving corporation of the Merger (the "Surviving Corporation"); that the effective time of the Merger (the "Effective Time") shall be 11:59 p.m. on December 31, 2006; that the Corporation deems the Merger to be advisable and in the best interest of this Corporation; that at the Effective Time, the Surviving Corporation shall assume all of Subsidiary's liabilities and obligations, the identity, existence, rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of Subsidiary shall cease and all rights, privileges, powers, franchises, properties and assets of Subsidiary shall be vested in this Corporation; and that the President and Secretary of this Corporation (the "Authorized Officers") be, and each of them acting individually hereby is, authorized on the name and on behalf of this Corporation to take any and all actions and to execute and deliver any and all documents, agreements, instruments or certificates and to do or cause to be done and any and all other things as may in his judgment be necessary, desirable or appropriate in order to give effect to carry out the intent of this resolution, the execution and delivery of any such documents, agreements, instruments or certificates and the taking of any such action to be conclusive evidence that the same has been approved by this Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

  
Stephen C. Murdock

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