Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GenDerm Corporation		11/26/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Medicis Pharmaceutical Corporation	
Street Address:	8125 North Hayden Road	
City:	Scottsdale	
State/Country:	ARIZONA	
Postal Code:	85258	
Entity Type:	CORPORATION: DELAWARE	

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1430805	FRACTAR
Registration Number:	1605247	STEP 2
Registration Number:	1734306	NOVACET

CORRESPONDENCE DATA

Fax Number: (206)224-0779

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

Phone: 206-682-8100

Email: efiling@cojk.com

Correspondent Name: Daiva K. Tautvydas

Address Line 1: 1420 Fifth Avenue, Suite 2800

Address Line 4: Seattle, WASHINGTON 98101-2347

ATTORNEY DOCKET NUMBER:	MDPC-2-26482
NAME OF SUBMITTER:	Daiva K. Tautvydas

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Signature:	/Daiva K. Tautvydas/
Date:	02/12/2008
Total Attachments: 3 source=26428GEND#page1.tif source=26428GEND#page2.tif source=26428GEND#page3.tif	

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Delaware

PAGE :

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 OWNERSHIP, WHICH MERGES:

"GENDERM CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "MEDICIS PHARMACEUTICAL CORPORATION" UNDER THE NAME OF "MEDICIS PHARMACEUTICAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 1:01 O'CLOCK P.M.

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

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You may verify this certificate online at corp.delaware.gov/authver.shtml

Darriet Smith Hindson

Harriet Smith Windsor, Secretary of State **AUTHENTICATION:** 6270504

DATE: 12-28-07

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CERTIFICATE OF OWNERSHIP AND MERGER OF

GENDERM CORPORATION (a Delaware corporation)

INTO

MEDICIS PHARMACEUTICAL CORPORATION (a Delaware corporation)

[Pursuant to Section 253 of the Delaware General Corporation Law]

It is hereby certified that:

- 1. MEDICIS PHARMACEUTICAL CORPORATION (hereinafter referred to as the "Corporation") is a corporation organized and existing under the laws of the State of Delaware.
- 2. The Corporation is the owner of all of the outstanding shares of stock of GENDERM CORPORATION, a corporation organized and existing under the laws of the State of Delaware.
- 3. On November **26**, 2007, the Board of Directors of the Corporation adopted the following resolutions to merge GENDERM CORPORATION into the Corporation:

RESOLVED, that the Board of Directors of the Corporation deems it to be advisable and in the best interest of the Corporation that GENDERM CORPORATION be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Merger"), and that all of the estate, property, rights, privileges, powers and franchises of GENDERM CORPORATION be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by GENDERM CORPORATION in its name.

FURTHER RESOLVED, that upon the Merger becoming effective, this Corporation shall assume all of the obligations of GENDERM CORPORATION.

FURTHER RESOLVED, that upon the Merger becoming effective, all issued and outstanding shares of each class of stock of GENDERM CORPORATION shall be cancelled;

FURTHER RESOLVED, that the Certificate of Incorporation and the Bylaws of the Corporation, each as amended to date, shall not be amended and shall remain the Certificate of Incorporation and the Bylaws of the surviving corporation;

FURTHER RESOLVED, that the officers of the Corporation, and any of them, are each hereby authorized and directed to execute all documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions; and

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of

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Delaware and by the applicable laws of any other jurisdiction and will cause to be performed all necessary acts within Delaware and in any other applicable jurisdiction necessary and appropriate to effect the Merger.

The Corporation has caused this Certificate of Ownership and Merger to be signed by its Secretary on this **Z** day of **NOV**, 2007.

MEDICIS PHARMACEUTICAL CORPORATION,

a Delaware corporation

Name: Jason Hanson

Title: Secretary

RECORDED: 02/12/2008 REEL: 003717 FRAME: 0932