

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cytogen Corporation		05/08/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	EUSA Pharma (USA), Inc.		
Street Address:	650 College Road East		
City:	Princeton		
State/Country:	NEW JERSEY		
Postal Code:	08540		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78410517	PROSTASCINT	
CORRESPONDENCE DATA			
Fax Number:	(202)739-3001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202.739.5965		
Email:	jwashington@morganlewis.com, ateixeira@morganlewis.com, trademarks@morganlewis.com		
Correspondent Name:	Joseph E. Washington		
Address Line 1:	1111 Pennsylvania Avenue, N.W.		
Address Line 2:	Attention: TMSU		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	061834.0013.0002		
NAME OF SUBMITTER:	Joseph E. Washington		
Signature:	/Joseph E. Washington/		

CH \$40.00 78410517

Date:

07/02/2008

Total Attachments: 4

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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:

"EUSA PHARMA (USA), INC.", A DELAWARE CORPORATION,
WITH AND INTO "CYTOGEN CORPORATION" UNDER THE NAME OF "EUSA PHARMA (USA), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MAY, A.D. 2008, AT 1:28 O'CLOCK P.M.

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

0887968 8100M

080520630

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6577891

DATE: 05-08-08

TRADEMARK
REEL: 003808 FRAME: 0158

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:28 PM 05/08/2008
FILED 01:28 PM 05/08/2008
SRV 080520630 - 0887968 FILE

CERTIFICATE OF MERGER

of

EUSA PHARMA (USA), INC.
(a Delaware corporation)

with and into

CYTOGEN CORPORATION
(a Delaware corporation)

(Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware)

The undersigned do hereby certify as follows:

FIRST: The name and state of incorporation of the constituent corporations in the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
EUSA Pharma (USA), Inc.	Delaware
Cytogen Corporation	Delaware

SECOND: An Agreement and Plan of Merger, dated as of March 10, 2008, among EUSA Pharma Inc. (the parent of EUSA Pharma (USA), Inc.), EUSA Pharma (USA), Inc. and Cytogen Corporation (the "Merger Agreement"), has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 228(a) and Section 251(b) and (c) of the Delaware General Corporation Law (the "DGCL").

THIRD: The name of the surviving corporation in the merger is Cytogen Corporation (the "Surviving Corporation"), which will continue its existence under the name "EUSA Pharma (USA), Inc." pursuant to the amendment and restatement of the Certificate of Incorporation of Cytogen Corporation, as amended, effected by Article FOURTH hereof.

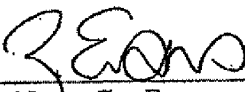
FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth on the attached Exhibit A.

FIFTH: The executed Merger Agreement is on file at the office of the Surviving Corporation at 650 College Road East, Princeton, New Jersey 08540.

SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, EUSA Pharma (USA), Inc. and Cytogen Corporation have caused this Certificate of Merger to be executed by their duly authorized officers this 8th day of May, 2008.

EUSA PHARMA (USA), INC.

By: 
Name: Zoe Evans
Title: Secretary

CYTOGEN CORPORATION

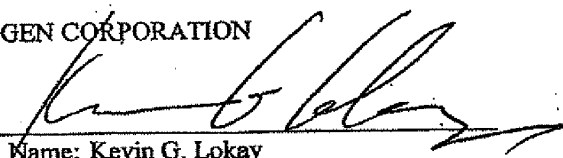
By: 
Name: Kevin G. Lokay
Title: President and Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CYTOGEN CORPORATION**

The Certificate of Incorporation of Cytogen Corporation is amended and restated to read in its entirety as follows:

FIRST: The name of the corporation (the "Corporation") shall be EUSA Pharma (USA), Inc.

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD: The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 1,000 shares of common stock, \$.001 par value per share.

FIFTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws of the Corporation.

SIXTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for 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 involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Sixth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.