

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/27/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Star Pharmaceuticals, Inc.		01/26/2006	CORPORATION: FLORIDA

**RECEIVING PARTY DATA**

Name:	Esprit Pharma, Inc.
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	76548280	STAR PHARMACEUTICALS, INC.
Serial Number:	76546978	STAR PHARMACEUTICALS, INC.

**CORRESPONDENCE DATA**

Fax Number: (954)522-9123  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 954-522-2200  
 Email: stacy.schwartz@brinkleymorgan.com  
 Correspondent Name: Stacy M. Schwartz, Esq.  
 Address Line 1: 200 East Las Olas Blvd.  
 Address Line 2: 19th Floor  
 Address Line 4: Fort Lauderdale, FLORIDA 33301

ATTORNEY DOCKET NUMBER:	14518/08001
NAME OF SUBMITTER:	Stacy M. Schwartz

CH \$65.00 76548280

Signature:

/Stacy M. Schwartz/

Date:

02/28/2009

Total Attachments: 2

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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## ARTICLES OF MERGER

OF

STAR PHARMACEUTICALS, INC.  
(a Florida corporation)

AND

ESPRIT PHARMA, INC.  
(a Delaware corporation)To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Star Pharmaceuticals, Inc., a Florida corporation ("Star"), with and into Esprit Pharma, Inc., a Delaware corporation ("Esprit"), as adopted at a meeting by the Board of Directors of Esprit on January 26, 2006.

SECOND: The merger of Star with and into Esprit is permitted by the laws of the jurisdiction of organization of Esprit and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Esprit was January 26, 2006.

THIRD: Shareholder approval was not required for the merger.

Executed on this 26<sup>th</sup> day of January 2006.

ESPRIT PHARMA, INC.

By: 

Name: ANTHONY A. RESCIO

Capacity: SR. VICE PRESIDENT

NY1-83413040

PLAN OF MERGER  
OF  
STAR PHARMACEUTICALS, INC.  
AND  
ESPRIT PHARMA, INC.

1. Esprit Pharma, Inc. ("Esprit"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Star Pharmaceuticals, Inc. ("Star"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Star into Esprit pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Esprit.

2. The separate existence of Star shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act and Esprit shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Star shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the officers of Esprit are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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