

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/08/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lev Pharmaceuticals, Inc.		04/08/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Lev Development Corp.
Street Address:	730 Stockton Drive
City:	Exton
State/Country:	PENNSYLVANIA
Postal Code:	19341
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	77341596	ACCESS MADE EASY
Serial Number:	77658484	CINRYZESOLUTIONS
Serial Number:	77658481	CINRYZESOLUTIONS
Serial Number:	77644300	CINRYZESOLUTIONS
Serial Number:	77644299	CINRYZESOLUTIONS
Serial Number:	77644301	CINRYZE
Serial Number:	77212447	CPLENISH
Serial Number:	77212428	CINRYZE

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-739-5550
 Email: nward@morganlewis.com

CH \$215.00 77341596

Correspondent Name: Natalie A. Ward
Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	041492-0057
NAME OF SUBMITTER:	Natalie A. Ward
Signature:	/Natalie A. Ward/
Date:	07/02/2009

Total Attachments: 4
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"LEV PHARMACEUTICALS, INC.", A DELAWARE CORPORATION, WITH AND INTO "LEV DEVELOPMENT CORP." UNDER THE NAME OF "VIROPHARMA BIOLOGICS, 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 APRIL, A.D. 2009, AT 6:02 O'CLOCK P.M.

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

3683935 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7240802

DATE: 04-13-09

TRADEMARK
REEL: 004016 FRAME: 0255

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Lev Pharmaceuticals, Inc.
(a Delaware corporation)

into

Lev Development Corp.
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)

Lev Pharmaceuticals, Inc., a corporation organized and existing under the laws of the State of Delaware (the "LPI"), hereby certifies as follows:

FIRST: LPI was incorporated on January 14, 2005, pursuant to the provisions of the Delaware General Corporation Law.

SECOND: LPI owns greater than ninety percent of the capital stock of Lev Development Corp., a Delaware corporation incorporated on July 21, 2003 ("**Surviving Corporation**").

THIRD: On April 8, 2009, the board of directors of LPI adopted the following resolutions to merge LPI with and into the Surviving Corporation, with the Surviving Corporation continuing as the surviving corporation:

WHEREAS, LPI is the legal and beneficial owner of greater than ninety percent (90%) of the outstanding shares of capital stock of Lev Development Corp., a Delaware corporation incorporated on July 21, 2003 ("**Surviving Corporation**"); and

WHEREAS, LPI desires to merge with and into the Surviving Corporation pursuant to the provisions of Section 253 of the Delaware General Corporation Law;

NOW, THEREFORE, BE IT:

RESOLVED, that the Board of Directors of LPI deems it to be advisable and in the best interest of LPI and its sole stockholder that LPI withdraw from existence and merge with and into the Surviving Corporation in order to permit the sole stockholder of LPI to acquire all of the issued and outstanding shares of capital stock of the Surviving Corporation;

RESOLVED, that the officers of LPI be, and each of them hereby is, authorized, empowered and directed in the name and on behalf of LPI, to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of these resolutions (the "**Certificate of Ownership and Merger**") and to file the same in the office of the Secretary of State of the State of Delaware;

RESOLVED, that, effective upon the filing of the Certificate of Ownership and Merger (the "**Effective Time**"), (a) LPI shall be merged with and into the Surviving Corporation (the "**Merger**"), (b) the Surviving Corporation shall continue as the surviving corporation, and (c) the separate corporate existence of LPI shall cease;

RESOLVED, that at the Effective Time, the identity, existence, corporate organization, purposes, powers, objects, franchises, privileges, rights, immunities, restrictions, debts, liabilities, obligations and duties (collectively, the "**Corporate Rights**") of the Surviving Corporation shall continue in effect and be unimpaired by the Merger, and the Corporate Rights of LPI shall be merged with and into the Surviving Corporation, which shall, as the surviving corporation, be fully vested therewith;

RESOLVED, that at the Effective Time, the Surviving Corporation's name shall be changed from "Lev Development Corp." to "ViroPharma Biologics, Inc.;"

RESOLVED, that the terms and conditions of the Merger shall be as follows:

Surviving Corporation Certificate of Incorporation. As required by Section 253 of the Delaware General Corporation Law, the Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the surviving corporation after the Effective Time until amended in accordance with applicable law.

Surviving Corporation Bylaws. The bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the bylaws of the surviving corporation after the Effective Time until amended in accordance with applicable law.

Manner of Conversion. At the Effective Time, by virtue of the Merger and without any action on the part of LPI, the Surviving Corporation or any other person:

Each share of common stock, par value \$0.01 per share, of LPI that is issued and outstanding immediately prior to the Effective Time shall be converted into, and exchanged for, one validly issued, fully paid and nonassessable share of common stock, par value \$0.00001 per share, of the

Surviving Corporation (the "**Surviving Corporation Common Stock**"), on surrender of any outstanding certificates evidencing such shares of LPI.

Each share of the Surviving Corporation Common Stock that is issued and outstanding immediately prior to the Effective Time shall be cancelled;

Each authorized but unissued share of the Surviving Corporation Common Stock held in the treasury by the Surviving Corporation immediately prior to the Effective Time shall be canceled without any conversion thereof, and no payment or distribution shall be made with respect thereto.

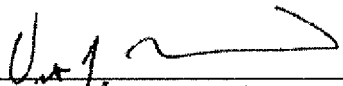
RESOLVED, that the officers of LPI be, and each of them hereby is, authorized, empowered and directed to execute and deliver any and all other agreements, instruments, certificates and other documents, to pay such fees and taxes, to give such notices, to make such filings, to obtain such governmental and third-party consents, and to take such actions in the name and on behalf of LPI as such officers may deem necessary or advisable to effectuate the purposes and intentions of the foregoing resolutions; and

RESOLVED, that the authority and power given under the foregoing resolutions shall be deemed retroactive and any and all acts authorized thereunder performed prior to the passage of the foregoing resolutions be, and they hereby are, ratified and approved.

FOURTH: The merger of LPI with and into the Surviving Corporation has been approved by the sole stockholder of LPI by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be signed by an authorized officer as of April 8, 2009.

Lev Pharmaceuticals, Inc.

By: 
Name: Vincent J. Milano
Title: President