

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zars, Inc.		07/30/2007	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	ZARS Pharma, Inc.
Street Address:	1142 West 2320 South
City:	Salt Lake City
State/Country:	UTAH
Postal Code:	84119
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3406582	DURAPEEL
Registration Number:	2502563	ZARS
Registration Number:	3231128	SYNERA
Registration Number:	3296134	SYNERA
Serial Number:	78928933	ZARS PHARMA
Serial Number:	78928766	ZARS
Serial Number:	78950633	ANGLAZE
Registration Number:	2505086	CHADD

CORRESPONDENCE DATA

Fax Number: (801)566-0750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: barraclough@tnw.com
 Correspondent Name: Gary P. Oakeson, Thorpe North & Western

OP \$215.00 3406582

900143248

**TRADEMARK
 REEL: 004062 FRAME: 0101**

Address Line 1: P.O. Box 1219
Address Line 4: Sandy, UTAH 84091-1219

ATTORNEY DOCKET NUMBER: 01508-32644

NAME OF SUBMITTER: Gary P. Oakeson

Signature: /garypoakeson/

Date: 09/16/2009

Total Attachments: 3
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MERGER

1331474-0142

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
And approved on this 31st day of July, 2007
In this office of this Division and hereby issued
this Certificate thereof.

Examiner: J. Steer Date: 8/1/07



Kathy Corp
Kathy Corp
Division Director

ARTICLES OF MERGER

OF

ZARS, INC.
a Utah corporation

AND

ZARS PHARMA, INC. uq
a Delaware corporation

EXPEDITE

\$112.00

File 1st

RECEIVED

JUL 31 2007

Utah Div. Of Corp. & Comm. Code

The undersigned corporations, pursuant to Section 16-10a-1105 of the Utah Revised Business Corporation Act (the "URBCA"), hereby execute the following Articles of Merger:

ARTICLE ONE

The names and states of incorporation of the corporations proposing to merge are as follows:

Name of Corporation	State of Incorporation
ZARS, Inc. ("ZARS Utah")	Utah
ZARS Pharma, Inc. ("ZARS Delaware")	Delaware

ARTICLE TWO

The laws of the State under which such foreign corporation is organized permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be "ZARS Pharma, Inc." The surviving corporation shall be governed by the laws of the State of Delaware, and its principal office address shall be at 1455 West 2200 South, Suite 300, Salt Lake City, Utah 84119.

ARTICLE FOUR

The Agreement and Plan of Merger is attached hereto as EXHIBIT A.

ARTICLE FIVE

The Agreement and Plan of Merger has been duly approved by the required vote of the shareholders of ZARS Utah in accordance with the Articles of Incorporation of ZARS Utah and Section 16-10a-1103 of the URBCA. The Agreement and Plan of Merger was approved by the

Date: 07/31/2007
Receipt Number: 2187945
Amount Paid: \$1,028.00

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written consent of a majority of the holders of ZARS Utah's issued and outstanding Common Stock and Preferred Stock, consisting of 3,370,025 shares of Common Stock and 5,729,079 shares of Preferred Stock. Holders of ZARS Utah's Series C Preferred Stock were entitled to vote separately on this Agreement and Plan of Merger and the number of votes cast for the Agreement and Plan of Merger by the Series C Preferred Stock was sufficient for approval by that voting group. Holders of ZARS Utah's Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock were entitled to vote together as a single class on this Agreement and Plan of Merger and the number of votes cast for the Agreement and Plan of Merger by the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock entitled to vote together as a single class was sufficient for approval by that voting group.

ARTICLE SIX

Immediately prior to the merger, ZARS Utah (the parent corporation) owned one hundred percent (100%) of the outstanding shares of each class of stock of ZARS Delaware (the subsidiary corporation).

ARTICLE SEVEN

All provisions of the law of the State of Delaware and the State of Utah applicable to the proposed merger have been complied with.

ARTICLE EIGHT


These Articles of Merger shall be effective upon filing with the Utah Division of Corporations and Commercial Code on July 30, 2007. This effective date complies with Section 16-10a-1104(5) of the URBCA.

ARTICLE NINE

The name and address of the person who causes this document to be delivered to the Utah Division of Corporations and Commercial Code is: Robert Lippert, 1455 West 2200 South, Suite 300, Salt Lake City, Utah 84119.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these ARTICLES OF MERGER to be executed in its name by its president as of the 30th day of July, 2007.

ZARS, INC.
a Utah corporation

By: 
Robert Lippert, President and CEO

ZARS PHARMA, INC.
a Delaware corporation

By: 
Robert Lippert, President and CEO