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TO: ENDO PHARMACEUTICALS INC. COMPANY: 100 ENDO BOULEVARD

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.110/02/2009  
900144511

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
INDEVUS PHARMACEUTICALS INC.		03/23/2009	CORPORATION: <i>Delaware</i>
RECEIVING PARTY DATA			
Name:	ENDO PHARMACEUTICALS SOLUTIONS INC.		
Street Address:	100 ENDO BOULEVARD		
Internal Address:	LEGAL DEPARTMENT		
City:	CHADDS FORD		
State/Country:	PENNSYLVANIA		
Postal Code:	19317		
Entity Type:	CORPORATION: <i>DELAWARE</i>		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	0589157	DELATESTRYL	
Serial Number:	77736575	AVEED	
Registration Number:	1638851	SUPPRELIN	
Registration Number:	2929415	VANTAS	
Serial Number:	77332945	VALSTAR	
Registration Number:	2547623	HYDRON	
Registration Number:	2337316	HYDRON	
CORRESPONDENCE DATA			
Fax Number:	(484)840-4269		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	610-558-9800		
Email:	DONATIELLO.GUY@ENDO.COM		
Correspondent Name:	ENDO PHARMACEUTICALS INC.		

OP \$190.00 0589157

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Address Line 1:	100 ENDO BOULEVARD
Address Line 2:	LEGAL DEPARTMENT
Address Line 4:	CHADDS FORD, PENNSYLVANIA 19317
NAME OF SUBMITTER:	Guy Donatiello
Signature:	/guy donatiello/
Date:	10/02/2009
<b>Total Attachments: 8</b> source=Certificate of Ownership#page1.tif source=Certificate of Ownership#page2.tif source=Certificate of Ownership#page3.tif source=Certificate of Ownership#page4.tif source=Certificate of Ownership#page5.tif source=Certificate of Ownership#page6.tif source=Certificate of Ownership#page7.tif source=Certificate of Ownership#page8.tif	

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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:

"BTB PURCHASER INC.", A DELAWARE CORPORATION,  
WITH AND INTO "INDEVUS PHARMACEUTICALS, INC." UNDER THE NAME OF "ENDO PHARMACEUTICALS SOLUTIONS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF MARCH, A.D. 2009, AT 10:10 O'CLOCK A.M.

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

2222581 8100M

090290249

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7201789

DATE: 03-23-09

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:10 AM 03/23/2009  
FILED 10:10 AM 03/23/2009  
SRV 090290249 - 2222581 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
BTB PURCHASER INC.  
WITH AND INTO  
INDEVUS PHARMACEUTICALS, INC.**

**Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware**

BTB Purchaser Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation owns at least 90% of the outstanding shares of common stock of Indevus Pharmaceuticals, Inc., a Delaware corporation ("Indevus").
2. On March 23, 2009, the Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions to merge the Corporation with and into Indevus (the "Merger"). A true and complete copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
3. The Merger described in the written consent adopted by the board of directors of the Corporation attached hereto as Exhibit A was approved by Endo Pharmaceuticals Holdings Inc., a Delaware company and the sole stockholder of the Company, by written consent without a meeting in accordance with Section 228(a) of the DGCL on March 23, 2009, and such approval has not been amended or rescinded and is now in full force and effect.
4. Upon the effective time of the Merger, the name of the surviving corporation shall become Endo Pharmaceuticals Solutions Inc.
5. The Amended and Restated Certificate of Incorporation of the surviving corporation shall be amended to read in its entirety as set forth in Exhibit B attached hereto.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 23 day of March, 2009.

BTB Purchaser Inc.

By   
Name: Caroline B. Monaghan  
Title: Executive Vice President,  
Chief Legal Officer and Secretary

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]

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## EXHIBIT A

WHEREAS, the Corporation owns at least ninety percent (90%) of the issued and outstanding shares of common stock, \$0.001 par value per share, of Indevus Pharmaceuticals, Inc., (the "Shares"), a Delaware corporation ("Indevus"); and

WHEREAS, the Corporation desires to be merged with and into Indevus pursuant to the provisions of Section 253 of the DGCL.

## NOW THEREFORE BE IT:

RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, the Corporation merge itself (the "Merger") with and into Indevus, with Indevus as the surviving corporation (the "Surviving Corporation") pursuant to Section 253 of the DGCL; and

FURTHER RESOLVED, that by virtue of the Merger, each issued and outstanding Share of Indevus that is owned by Indevus as treasury stock and each Share that is owned by Endo Pharmaceuticals Holdings Inc., a Delaware corporation and the sole stockholder of the Corporation ("Parent"), the Corporation, or any wholly-owned subsidiary of Parent (such Shares, collectively "Cancelled Shares") shall be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefor; and

FURTHER RESOLVED, that by virtue of the Merger, each issued and outstanding Share (other than Cancelled Shares and Shares which are held by stockholders exercising appraisal rights pursuant to and in accordance with Section 262 of the DGCL and who have complied with such Section and who shall not have any further rights as a stockholder of Indevus other than those provided under Section 262 of the DGCL) shall cease to be outstanding and shall thereafter represent the right to receive from the Surviving Corporation \$4.50 in cash plus up to an additional \$3.00 in Contingent Cash Consideration Payments, as provided for in the Agreement and Plan of Merger, dated as of January 5, 2009 by and among Parent, the Corporation and Indevus (the "Merger Agreement"), upon surrender of the certificate formerly representing such Share in accordance with the Merger Agreement; and

FURTHER RESOLVED, that by virtue of the Merger, each issued and outstanding share of common stock of the Corporation, par value \$0.001 per share, shall be converted into and become one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation; and

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FURTHER RESOLVED, that the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth on Annex A attached hereto; and

FURTHER RESOLVED, that the By-Laws of the Surviving Corporation shall be amended in its entirety to read as set forth on Annex B attached hereto; and

FURTHER RESOLVED, that the directors of the Corporation immediately prior to the Merger shall be the directors of the Surviving Corporation, each to hold office until their respective successors are duly elected, designated or qualified, or until their earlier death, resignation or removal in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation; and

FURTHER RESOLVED, that the President or any Vice President of the Corporation, acting individually, and the Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name of and on behalf of the Corporation a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State of the State of Delaware and to cause a certified copy of such Certificate to be recorded in the Office of the Recorder of Deeds of New Castle County, all in accordance with Sections 103 and 253 of the DGCL; and

FURTHER RESOLVED, that the Merger shall become effective and the corporate existence of the Corporation shall cease upon the filing of such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the DGCL; and

FURTHER RESOLVED, that the Surviving Corporation shall notify each stockholder of record of Indevus within ten days after the effective date of the Merger that the Merger has become effective and that the stockholders may be entitled to appraisal rights under Section 262 of the DGCL; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of the Corporation, and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and

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**FURTHER RESOLVED, that all actions previously taken by the officers and directors of the Corporation in connection with the transactions contemplated by these resolutions are hereby adopted, ratified, confirmed and approved in all respects.**



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## EXHIBIT B

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATIONOF  
ENDO PHARMACEUTICALS SOLUTIONS INC.

**FIRST:** The name of the Corporation is Endo Pharmaceuticals Solutions Inc. (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of Common Stock, each having a par value of one cent (\$0.01).

**FIFTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
- (2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
- (4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any 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 GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the

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stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Amended and Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.