

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/25/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Victory Pharma, Inc.		02/25/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Victory Pharma, Inc.
Street Address:	11682 El Camino Real
Internal Address:	Suite 250
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92130
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Serial Number:	77496764	BRIGHTON PHARMACEUTICALS
Serial Number:	73445282	BROMFED
Serial Number:	74047192	BROMFED DM
Serial Number:	73403716	BROMFED-PD
Serial Number:	73709776	CODICLEAR
Serial Number:	73264008	CODIMAL
Serial Number:	76253291	DOLGIC
Serial Number:	74376254	DURATUSS
Serial Number:	75149794	DURATUSS G
Serial Number:	77413020	EMEPROM
Serial Number:	77318607	EMQUEL
Serial Number:	78394329	GUAIFED

OP \$590.00 77496764

Serial Number:	73649855	GUAIFED-PD
Serial Number:	73757376	HISTUSSIN
Serial Number:	78957905	FEXMID
Serial Number:	77318604	NAUVEL
Serial Number:	77217995	PEREXO
Serial Number:	77145368	RYBIX
Serial Number:	77318612	QUELEM
Serial Number:	78416691	VICTORY PHARMA
Serial Number:	78256758	XODOL
Serial Number:	75581231	ZEBUTAL
Serial Number:	77517336	ZEBUTAL

CORRESPONDENCE DATA

Fax Number: (858)876-1604
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 858 353 9285
Email: westdocket@holleymenker.com
Correspondent Name: Holley & Menker, P.A./G. Holley
Address Line 1: P.O. Box 96
Address Line 4: Solana Beach, CALIFORNIA 92075

ATTORNEY DOCKET NUMBER:	1202.0000
NAME OF SUBMITTER:	Gabrielle A. Holley
Signature:	/GAHolley/
Date:	11/19/2009

Total Attachments: 2
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Delaware

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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 MERGER, WHICH MERGES:

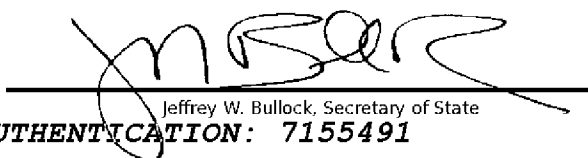
"VICTORY PHARMA, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "VICTORY PHARMA, INC." UNDER THE NAME OF
"VICTORY PHARMA, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2009, AT
3:26 O'CLOCK P.M.

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

4650384 8100M

090197442




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7155491

DATE: 02-25-09

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

TRADEMARK
REEL: 004099 FRAME: 0827

CERTIFICATE OF MERGER OF

VICTORY PHARMA, INC.
(a California corporation)

WITH AND INTO

VICTORY PHARMA, INC.
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

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

<u>Name</u>	<u>State of Incorporation</u>
VICTORY PHARMA, INC.	California
VICTORY PHARMA, INC.	Delaware

SECOND: An Agreement and Plan of Merger dated as of February 25, 2009 (the "Merger Agreement"), between Victory Pharma, Inc., a California corporation ("California Company"), and Victory Pharma, Inc., a Delaware corporation and a wholly owned subsidiary of California Company ("Delaware Company"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: Delaware Company shall be the surviving corporation of the merger (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of Delaware Company shall be the Certificate of Incorporation of the Surviving Corporation.

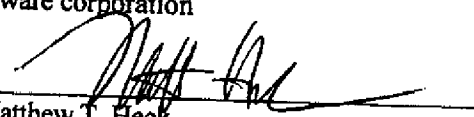
FIFTH: California Company is authorized to issue one class of stock designated as "Common Stock." The number of shares of Common Stock authorized to be issued is Thirty Million (30,000,000), no par value.

SIXTH: The executed Merger Agreement is on file at an office of the Surviving Corporation located at 11682 El Camino Real, Suite 250, San Diego, CA 92130, a copy of which will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either Constituent Corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 25th day of February, 2009.

VICTORY PHARMA, INC.,
a Delaware corporation

By: _____


Matthew T. Heck
Chief Executive Officer