

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Sciele Pharma, Inc.		12/23/2009	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Shionogi Pharma, Inc.
Street Address:	Five Concourse Parkway
Internal Address:	Suite 1800
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30328
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	0569968	FURADANTIN
Registration Number:	0838249	PONSTEL
Registration Number:	1543222	COGNEX
Registration Number:	1942353	MESCOLOR
Registration Number:	1948938	PROTUSS
Registration Number:	1953175	ZOTO - HC
Registration Number:	3091590	TRIGLIDE
Registration Number:	3234816	TRIGLIDE

**CORRESPONDENCE DATA**

Fax Number: (312)616-5700  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312-616-5600  
 Email: trademark@leydig.com  
 Correspondent Name: Tamara A. Miller, Leydig, Voit & Mayer

CH \$215.00 0569968

**900154598**

**TRADEMARK  
 REEL: 004148 FRAME: 0347**

Address Line 1: Two Prudential Plaza, 180 N. Stetson  
Address Line 2: Suite 4900  
Address Line 4: Chicago, ILLINOIS 60601-6731

ATTORNEY DOCKET NUMBER: 268804

NAME OF SUBMITTER: Tamara A. Miller

Signature: /Tamara A. Miller/

Date: 02/11/2010

Total Attachments: 4  
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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 RESTATED CERTIFICATE OF "SCIELE PHARMA, INC.", CHANGING ITS NAME FROM "SCIELE PHARMA, INC." TO "SHIONOGI PHARMA, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 2010, AT 11:34 O'CLOCK A.M.

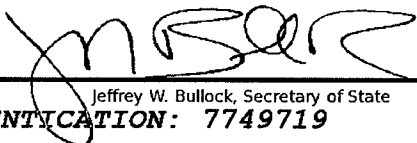
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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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: 7749719

DATE: 01-11-10

TRADEMARK  
REEL: 004148 FRAME: 0349

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**SCIELE PHARMA, INC.**

The undersigned Darrell Borne, the Executive Vice President, Chief Financial Officer, Secretary and Treasurer of Sciele Pharma, Inc., a Delaware corporation (the "Corporation") does hereby certify as follows:

FIRST: The name of the Corporation is Sciele Pharma, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of Delaware on July 9, 1992 and was amended by certificates filed on August 11, 1992, May 24, 1994, December 7, 1998, December 15, 1999, February 16, 2000, July 25, 2002, August 2, 2002, June 15, 2006, May 22, 2008 and October 9, 2008.

THIRD: The Amended and Restated Certificate of Incorporation of the Corporation (the "Amended and Restated Certificate") was duly adopted in accordance with the provisions of Section 242 and 245 of the Delaware General Corporation Law ("DGCL"), the Board of Directors has recommended and the Sole Stockholder has approved the Amended and Restated Certificate by unanimous written consent in accordance with Sections 141(f) and 228 of the DGCL.

FOURTH: The Amended and Restated Certificate is being filed in pursuant to Sections 103 and 245 of the DGCL.

FIFTH: The Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follow:

*[Remainder of page intentionally left blank]*

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**SHIONOGI PHARMA, INC.**

**FIRST:** The name of the corporation is Shionogi Pharma, Inc. (the "**Corporation**").

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

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended ("**Delaware Law**").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 1,000, and the par value of each such share is \$0.01, amounting in the aggregate to \$10.00.

**FIFTH:** The management of the Corporation shall vest in the Board of Directors, subject to Section 3.01 of the bylaws of the Corporation.

**SIXTH:** The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

**SEVENTH:** Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

**EIGHTH:** The Corporation expressly elects not to be governed by Section 203 of Delaware Law.

**NINTH:** (1) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware Law.

(2)(a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE NINTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this ARTICLE NINTH shall be a contract right.

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(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

(3) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Delaware Law.

(4) The rights and authority conferred in this ARTICLE NINTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(5) Neither the amendment nor repeal of this ARTICLE NINTH, nor the adoption of any provision of this Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall eliminate or reduce the effect of this ARTICLE NINTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

TENTH: The Corporation reserves the right to amend this Certificate of Incorporation in any manner permitted by Delaware Law and all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation this 23 day of December 2009.



Darrell Borne, EVP, CFO, Secretary  
and Treasurer