

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
Shionogi Pharma, Inc.	FORMERLY Sciele Pharma, Inc.	01/11/2010	CORPORATION: DELAWARE
Sciele Pharma, Inc.		01/11/2010	CORPORATION: DELAWARE

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: 59

Property Type	Number	Word Mark
Registration Number:	2911749	ALTOPREV
Registration Number:	1643320	ANA-GUARD
Registration Number:	1610363	CEDAX
Registration Number:	1543222	COGNEX
Registration Number:	3159596	DHA 250
Registration Number:	3528941	FENOGLIDE
Registration Number:	2824586	FIRST HORIZON PHARMACEUTICAL
Registration Number:	2929566	FORTAMET
Registration Number:	569968	FURADANTIN
Registration Number:	1942353	MESCOLOR
Registration Number:	3712494	
Registration Number:	3506117	

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Registration Number:	3104484	OPTINATE
Registration Number:	3344822	OSTIVA
Registration Number:	3344821	OSTIVA
Registration Number:	838249	PONSTEL
Registration Number:	2850441	PRENATE
Registration Number:	3346288	PRENATE DHA
Registration Number:	3356954	PRENATE DHA RX PRENATAL VITAMIN & DHA
Registration Number:	3101227	PRENATE ELITE
Registration Number:	1948938	PROTUSS
Registration Number:	3314557	SCIELE
Registration Number:	3332555	SCIELE PHARMA, INC.
Registration Number:	1939088	SULAR
Registration Number:	2175325	SULAR
Registration Number:	2759840	TANAFED DM
Registration Number:	2872621	TANAFED DMX
Registration Number:	2885098	TANAFED DP
Registration Number:	3091590	TRIGLIDE
Registration Number:	3234816	TRIGLIDE
Registration Number:	3311867	TWINJECT
Registration Number:	2992781	TWINJECT
Registration Number:	3101978	TWINJECT
Registration Number:	3449047	TWINJECT AUTO-INJECTOR
Registration Number:	1953175	ZOTO - HC
Serial Number:	77917692	ADYSLA
Serial Number:	77875693	EDURLIF
Serial Number:	77864662	EFINLY
Serial Number:	77864810	ENFOKIS
Serial Number:	77875709	EZIMPLIZ
Serial Number:	77917707	FEPRASAT
Serial Number:	77906706	GURVLO
Serial Number:	77840263	JENLOGA XR
Serial Number:	77864838	KAPSITI
Serial Number:	77864611	KAPVAY
Serial Number:	77875672	MIJESTI
Serial Number:	77875503	OSALVIA

Serial Number:	77875520	OZALVIA
Serial Number:	77906727	OZALVIS
Serial Number:	77934247	PRENATE ESSENTIAL
Serial Number:	77875664	SALSTO
Serial Number:	77911772	SHIONOGI PHARMA SALES, INC.
Serial Number:	77875685	STOBILTI
Serial Number:	77818149	ADRENACLICK
Serial Number:	77812142	JENLOGA
Serial Number:	77551442	PRENATE COMPLETE
Serial Number:	77787170	PUMPSPRAY PROMISE
Serial Number:	77606141	SCIELE PHARMA, INC. A SHIONOGI COMPANY
Serial Number:	77713424	ULESFIA

CORRESPONDENCE DATA

Fax Number: (404)602-8850
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-888-4283
Email: hwattm@hunton.com
Correspondent Name: Bradley W. Grout, Hunton & Williams LLP
Address Line 1: 600 Peachtree Street NE
Address Line 2: Bank of America Plaza, Suite 4100
Address Line 4: Atlanta, GEORGIA 30308-2219

ATTORNEY DOCKET NUMBER:	64464.28
NAME OF SUBMITTER:	Bradley W. Grout
Signature:	/Bradley W. Grout/
Date:	02/26/2010

Total Attachments: 4
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Delaware

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The First State

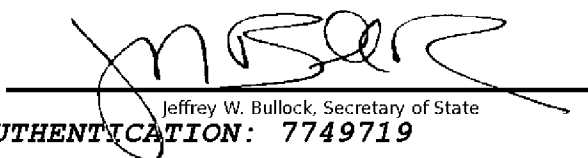
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SCIELE PHARMA, INC.", CHANGING ITS NAME FROM "SCIELE PHARMA, INC." TO "SHIONOGI PHARMA, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, 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.

2303139 8100

100025256




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7749719

DATE: 01-11-10

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

TRADEMARK
REEL: 004157 FRAME: 0183

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.

TRADEMARK

REEL: 004157 FRAME: 0185

(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 occutring 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