

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
Topaz Pharmaceuticals LLC		11/27/2007	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Topaz Pharmaceuticals Inc.		
Street Address:	100 Witmer Road, Suite 280		
City:	Horsham		
State/Country:	PENNSYLVANIA		
Postal Code:	19044		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78754601	SKLICE	
Serial Number:	78754469	TOPAZ	
Serial Number:	77422380	TOPAZ	
Serial Number:	77362003	MECTAGON	
CORRESPONDENCE DATA			
Fax Number:	(302)778-2600		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	302-778-2500		
Email:	tmde@ratnerprestia.com		
Correspondent Name:	John W. McGlynn		
Address Line 1:	1007 N. Orange Street, Suite 1100		
Address Line 2:	P.O. Box 1596		
Address Line 4:	Wilmington, DELAWARE 19899		
ATTORNEY DOCKET NUMBER:	TPA-00001		

OP \$115.00 78754601

900160278

**TRADEMARK
 REEL: 004190 FRAME: 0687**

NAME OF SUBMITTER:	John W. McGlynn
Signature:	/jwm/
Date:	04/22/2010
Total Attachments: 3 source=888989_1#page1.tif source=888989_1#page2.tif source=888989_1#page3.tif	

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "TOPAZ PHARMACEUTICALS INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2007, AT 11:02 O'CLOCK A.M.

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

4463010 8100V

071255287

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6186737

DATE: 11-27-07

TRADEMARK
REEL: 004190 FRAME: 0689

**CERTIFICATE OF INCORPORATION
OF
TOPAZ PHARMACEUTICALS INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Topaz Pharmaceuticals Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY that the Certificate of Incorporation of this corporation reads in its entirety as follows:

FIRST: The name of this corporation is Topaz Pharmaceuticals Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle and the name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 10,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), and (ii) 3,000,000 shares of Preferred Stock, \$0.0001 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected Series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Certificate of Incorporation or pursuant to the General Corporation Law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Pennsylvania.
- 2.) The jurisdiction immediately prior to filing this Certificate is Pennsylvania.
- 3.) The date the Limited Liability Company first formed is June 30, 2005.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Topaz Pharmaceuticals LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Topaz Pharmaceuticals Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the ___ day of November, A.D. 2007.

By: 

Nicholas U. Spring, President