

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Horizon Therapeutics, Inc.		04/01/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Horizon Pharma USA, Inc.
Street Address:	1033 Skokie Boulevard
Internal Address:	Suite 355
City:	Northbrook
State/Country:	ILLINOIS
Postal Code:	60062
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	77796805	CONTREND
Serial Number:	77796798	COHESION
Serial Number:	77783207	ZOTIVE
Serial Number:	77531167	DUANZA
Registration Number:	3764313	DUEXIS
Serial Number:	77531165	DUANSA
Serial Number:	77796788	AVAMAND
Serial Number:	77783206	CONVAY
Serial Number:	77783199	REMAND
Registration Number:	3750439	DUEXA

CORRESPONDENCE DATA

900169187

**TRADEMARK
 REEL: 004259 FRAME: 0296**

CH \$265.00 77796805

Fax Number: (312)616-5700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2064283104
Email: trademark@leydig.com
Correspondent Name: Frances M. Jagla
Address Line 1: 2 Prudential Plaza
Address Line 2: Suite 4900
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	308552
NAME OF SUBMITTER:	Frances M. Jagla
Signature:	/Frances M Jagla/
Date:	08/11/2010

Total Attachments: 5
source=Horizon Certificate of Merger (2)#page1.tif
source=Horizon Certificate of Merger (2)#page2.tif
source=Horizon Certificate of Merger (2)#page3.tif
source=Horizon Certificate of Merger (2)#page4.tif
source=Horizon Certificate of Merger (2)#page5.tif

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 MERGER, WHICH MERGES:

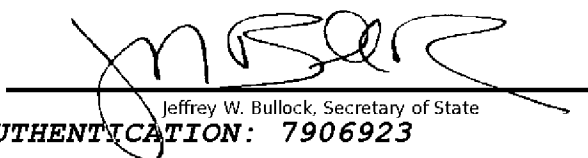
"HORIZON MERGERSUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "HORIZON THERAPEUTICS, INC." UNDER THE NAME OF "HORIZON PHARMA USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2010, AT 1:58 O'CLOCK P.M.

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

3989145 8100M

100342778




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7906923

DATE: 04-01-10

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

TRADEMARK
REEL: 004259 FRAME: 0298

CERTIFICATE OF MERGER

MERGING

HORIZON MERGERSUB, INC., A DELAWARE CORPORATION

WITH AND INTO

HORIZON THERAPEUTICS, INC., A DELAWARE CORPORATION

Pursuant to Section 251 of the General Corporation Law of
the State of Delaware

The undersigned corporation does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are Horizon Therapeutics, Inc., a Delaware corporation ("**Horizon**"), and Horizon MergerSub, Inc., a Delaware corporation ("**Subsidiary**").
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations, in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.
3. The corporation surviving the merger is Horizon Therapeutics, Inc., which will continue its existence as said surviving corporation under the name "Horizon Pharma USA, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. In connection with the merger of Subsidiary into Horizon, the Certificate of Incorporation of the surviving corporation shall be amended and restated at the effective time of the merger to read in its entirety as set forth on Exhibit A attached hereto.
5. The executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1033 Skokie Boulevard, Suite 355, Northbrook, IL 60062, Attention: Secretary.
6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or shareholder of any constituent corporation.
7. This Certificate of Merger shall be effective upon the filing with the Secretary of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of April 1, 2010.

HORIZON THERAPEUTICS, INC.
a Delaware corporation

By: /S/ Timothy P. Walbert
Name: Timothy P. Walbert
Title: President and Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HORIZON PHARMA USA, INC.

I.

The name of this corporation is Horizon Pharma USA, Inc. (the "Corporation").

II.

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

III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

IV.

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 100 shares, each with a par value of \$0.0001 per share.

V.

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

VI.

A. To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. The Corporation shall, to the fullest extent permitted by the DGCL, as the same may be amended and supplemented from time to time, indemnify any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

C. Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

VII.

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 the stockholders herein are granted subject to this reservation.