

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/09/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pernix Therapeutics, Inc.		03/08/2010	CORPORATION: LOUISIANA

**RECEIVING PARTY DATA**

Name:	Pernix Therapeutics, LLC
Street Address:	208 Eastbank Drive
City:	Gonzales
State/Country:	LOUISIANA
Postal Code:	70737
Entity Type:	LIMITED LIABILITY COMPANY: LOUISIANA

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Serial Number:	77779507	PERNIX
Serial Number:	77542160	NAZYNE
Serial Number:	77805126	TUSSINAC
Serial Number:	77541481	Z-PRO
Serial Number:	77034634	NODOLOR
Serial Number:	77003760	COCO-COF
Serial Number:	77247057	INFATUSS
Serial Number:	77247036	INFAHIST
Registration Number:	2764357	BROVEX
Registration Number:	2748943	ALDEX
Registration Number:	3703028	REZYST
Registration Number:	3703027	QUINZYME
Registration Number:	3347390	BROVEX

**CH \$415.00 77779507**

**900170842**

**TRADEMARK  
 REEL: 004271 FRAME: 0236**

Registration Number:	2738086	Z-COF
Registration Number:	2684051	PEDIATEX
Registration Number:	3794748	ZEMA-PAK

**CORRESPONDENCE DATA**

Fax Number: (225)248-3007  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 504-582-8702  
Email: [jwtrademarks@joneswalker.com](mailto:jwtrademarks@joneswalker.com)  
Correspondent Name: Keith M. Landry  
Address Line 1: 201 St. Charles Avenue  
Address Line 4: New Orleans, LOUISIANA 70170

ATTORNEY DOCKET NUMBER:	117300-00
NAME OF SUBMITTER:	Keith M. Landry
Signature:	/keithm.landry/
Date:	09/02/2010

Total Attachments: 3  
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**CERTIFICATE OF MERGER  
OF  
PERNIX THERAPEUTICS, INC.  
WITH AND INTO  
GTA ACQUISITION, LLC**

The undersigned limited liability company, acting pursuant to Section 1359 et seq. of the Louisiana Limited Liability Company Law (the "LLLCL") and Section 112 of the Louisiana Business Corporation Law (the "LBCL"), hereby certifies as follows:

First: The name, state of organization and type of entity of each of the entities that are parties to the merger to which this Certificate of Merger relates (the "Constituent Entities") are as follows:

<u>Name</u>	<u>State of Organization and Type of Entity</u>
Pernix Therapeutics, Inc.	Louisiana Corporation
GTA Acquisition, LLC	Louisiana Limited Liability Company

Second: An Agreement and Plan of Merger (the "Agreement") providing for the merger of Pernix Therapeutics, Inc. with and into GTA Acquisition, LLC (the "Merger") has been approved, adopted, certified, executed and acknowledged by the Board of Directors and shareholders of Pernix Therapeutics, Inc. in accordance with the requirements of the LBCL.

Third: The Agreement has been authorized and approved by the sole member and manager of GTA Acquisition, LLC in accordance with the requirements of the LLLCL.

Fourth: The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Louisiana (the "Effective Time").

Fifth: The name of the surviving entity shall be "Pernix Therapeutics, LLC" (the "Surviving Entity"). At the Effective Time, Article I of the Articles of Organization of GTA Acquisition, LLC shall, by virtue of filing this Certificate of Merger with the Secretary of State of the State of Louisiana, be amended to read as follows:

**ARTICLE I  
Name**

The name of this Limited Liability Company (hereinafter, the "Company") shall be:

Pernix Therapeutics, LLC

Sixth: Except as described above, the Articles of Organization of the Surviving Entity, as in effect on the date hereof, shall continue in full force and effect as the Articles of Organization of the Surviving Entity until altered, amended or repealed as provided therein or by law.

Seventh: A copy of the executed Agreement is on file at the principal place of business of the Surviving Entity, located at 208 Eastbank Drive, Gonzales, Louisiana 70737.

Eighth: A copy of the Agreement will be furnished by the Surviving Entity, on request and without cost, to any member or shareholder of the Constituent Entities.

This Certificate of Merger is executed by the Surviving Entity, acting through its duly authorized manager, this 8th day of March, 2010.

**PERNIX THERAPEUTICS, LLC**

**Manager:**

Pernix Therapeutics Holdings, Inc.

By: \_\_\_\_\_



Name: Michael C. Pearce

Title: President and Chief Executive Officer


ACKNOWLEDGMENT

STATE OF SOUTH CAROLINA

COUNTY OF Charleston

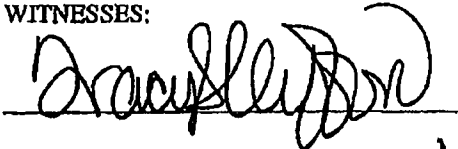
BEFORE ME, the undersigned authority, personally came and appeared Michael C. Pearce, the President and Chief Executive Officer of Pernix Therapeutics Holdings, Inc., a Maryland corporation, the manager of Pernix Therapeutics, LLC, known to me to be the person whose name is subscribed to the foregoing instrument, and being by me first duly sworn, declared to me and the undersigned competent witnesses that the statements therein contained are true and correct, and that he executed such instrument for the purposes therein expressed and as his own act and deed.

IN WITNESS WHEREOF, the said appearer, witnesses and I have hereunto affixed our hands on this 8th day of March, 2010, in the aforesaid county and state.

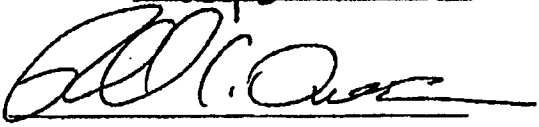


Michael C. Pearce  
President and Chief Executive Officer

WITNESSES:



Print Name: Tracy S. Clifford



Print Name: Ronald C. Owens

Lisa S. Gerth  
NOTARY PUBLIC

(SEAL)

Print: LISA S. Gerth

Notary Public for South Carolina

My Commission Expires: My Commission Expires July 22, 2019