



**NIKOLAI & MERSEREAU P.A.**  
ATTORNEYS AT LAW

October 25, 2011

**RECORDATION FORM COVER SHEET**

**TRADEMARKS ONLY**

**TRADEMARKS ONLY**

OUR FILE NO. 20110071

Mail Stop Assignment Recordation Services  
Director of the U.S. Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:  
Travanti Pharma Inc.

- Individual(s) citizenship \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Corporation-State of Minnesota
- Association \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Other \_\_\_\_\_

2. Name and Address of Party(ies) receiving an interest:

Name: Teikoku Pharma USA  
Street Address: 1718 Ringwood Avenue  
City: San Jose  
State: California Zip: 95131

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State of California
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designated is attached:  Yes  No  
(Designation must be a separate document from Assignment)

3. Nature of Conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

Execution Date: October 1, 2011

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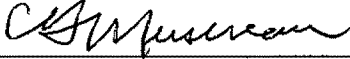
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CH \$40.00 081265 76707663

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) 76/707,663  
B. Trademark Registration No.(s)
5. Name and address of party of whom correspondence concerning document should be mailed:  
Name: C. G. Mersereau, Esq.  
NIKOLAI & MERSEREAU, P.A.  
Street Address: 900 Second Avenue South, #820  
City: Minneapolis State: MN Zip: 55402-3325
6. Number of applications and registrations involved: 1
7. Total Fee (37 CFR 3.41): \$40.00  
\_\_\_ A check is enclosed.
8. The Commissioner is authorized to charge any fees or refund any overpayment under 37 CFR 2.6 which may be required by this paper to Deposit Account No. 08-1265.

**DO NOT USE THIS SPACE**

9. Statement and signature.  
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

C. G. Mersereau  Date: October 25, 2011  
Name of Person Signing      Signature

Total number of pages including cover sheet, attachments and document: 8

Oct. 20. 2011 2:08PM

Travanti Pharma Inc. 6517301013

No. 0545 P. 3/8

### ARTICLES OF MERGER

Pursuant to Section 302A.621 of the Minnesota Business Corporations Act, the undersigned corporation executes the following Articles of Merger:

**FIRST:** The name of the surviving corporation is Teikoku Pharma USA, Inc., a California corporation ("*Parent*"), and the name of the corporation being merged into the surviving corporation is Travanti Pharma Inc., a Minnesota corporation and wholly owned subsidiary of Parent (the "*Subsidiary*").

**SECOND:** The Plan of Merger attached hereto as Exhibit A has been approved by the affirmative vote of a majority of the directors of Parent.

**THIRD:** The outstanding capital stock of the Subsidiary consists of 100 shares of Common Stock, all of which are owned by Parent.

**FOURTH:** Parent acknowledges and agrees that it may be served with service of process in Minnesota in a proceeding for the enforcement of an obligation of Parent or the Subsidiary and in a proceeding for the enforcement of rights of a dissenting shareholder of the Subsidiary against Parent.

**FIFTH:** Parent irrevocable appoints the Minnesota Secretary of State as its agent to accept service of process in any proceeding. All service of process may be forwarded to Parent at 1718 Ringwood Avenue, San Jose, CA 95131, Attention: President.

**SIXTH:** Parent agrees that it will promptly pay to the dissenting shareholders of the Subsidiary the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporations Act.

IN WITNESS WHEREOF, Parent has caused this certificate to be signed by an authorized officer, effective as of the 1<sup>st</sup> day of October, 2011.

TEIKOKU PHARMA USA, INC.,  
a California corporation

By: 

Name: Sachiro Mori

Title: EVP & COO

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Travanti Pharma Inc. 6517301013

No. 0545 P. 4/8

**EXHIBIT A**

**PLAN OF MERGER**

(Attached)

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Travanti Pharma Inc. 6517301013

No. 0545 P. 5/8

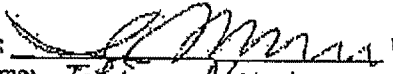
**PLAN OF MERGER**

This PLAN OF MERGER, is made effective as of October 1, 2011, by Teikoku Pharma USA, Inc., a California corporation ("*Parent*") in connection with merger of Travanti Pharma Inc., a Minnesota corporation and wholly owned subsidiary of Parent ("*Subsidiary*"), into Parent (the "*Merger*") in accordance with Section of 1110 of the California Corporations Code and Section 302A.621 of Minnesota Business Corporations Act.


1. The Merger shall be effective on October 1, 2011 (the "*Effective Date*").
2. Upon the Effective Date, Subsidiary shall be merged with and into Parent, which shall be the surviving corporation, and Parent shall assume all obligations of the Subsidiary.
3. Upon the Effective Date, the outstanding capital stock of the Subsidiary shall be cancelled without consideration therefor.


IN WITNESS WHEREOF, Parent has duly executed this Plan of Merger as of the date written above.

TEIKOKU PHARMA USA, INC.,  
a California corporation

By:   
Name: Ichiro Mori  
Title: EVP & COO

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

SEP 29 2011 

  
Secretary of State

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Travanti Pharma Inc. 6517301013

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**ENDORSED - FILED**  
 In the office of the Secretary of State  
 of the State of California

**CERTIFICATE OF OWNERSHIP****SEP 28 2011**

Masahisa Kitagawa and Ichiro Mori certify that:

EFFECTIVE  
DATE

OCT 01 2011

1. They are the President and Secretary, respectively, of Teikoku Pharma USA, Inc., a California corporation (the "Corporation").
2. The Corporation owns 100% of the outstanding shares of Travanti Pharma Inc., a Minnesota corporation.
3. The board of directors of the Corporation duly adopted the following resolutions:

RESOLVED, that the Corporation merge Travanti Pharma Inc., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to California Corporations Code Section 1110 effective as of October 1, 2011;

RESOLVED, FURTHER, that the Corporation shall request a future effective date of October 1, 2011 for the Certificate of Ownership filed with the California Secretary of State pursuant to California Corporations Code Section 110(e).

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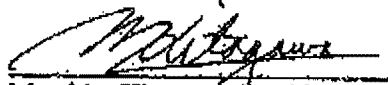
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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 28, 2011

  
Masahisa Kitagawa, President

  
Ichiro Mori, Secretary

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Travanti Pharma Inc. 6517301013

No. 0545 P. 8/8



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 29 2011

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State