

Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Travanti Pharma Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Minnesota
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) October 1, 2011

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Teikoku Pharma USA, Inc.

Internal

Address: _____

Street Address: 1718 Ringwood Avenue

City: San Jose

State: California

Country: USA Zip: 95131

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship USA (California)
 Other _____ Citizenship _____

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76/707663

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Meds Away Filed: May 19, 2011

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: C. G. Mersereau

Internal Address: Suite 820

Street Address: 900 Second Avenue South

City: Minneapolis

State: Minnesota Zip: 55402

Phone Number: 612-339-7461

Fax Number: 612-349-6556

Email Address: _____

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

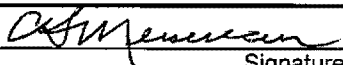
- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number 081265

Authorized User Name C. G. Mersereau

9. Signature:



Signature

October 27, 2011

Date

C. G. Mersereau

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 081265 76707663

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 1st day of October, 2011.

TEIKOKU PHARMA USA, INC.,
a California corporation

By: 

Name: Ichiro Mori

Title: EVP & COO

Oct. 20. 2011 2:14PM

Travanti Pharma Inc. 6517301013

No. 0545 P. 4/8

EXHIBIT A

PLAN OF MERGER

(Attached)

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Oct. 20. 2011 2:14PM

Travanti Pharma Inc. 6517301013

No. 0545 P. 5/8

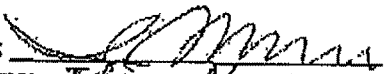
PLAN OF MERGER

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.

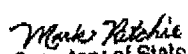
IN WITNESS WHEREOF, Parent has duly executed this Plan of Merger as of the date written above.

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

PALOALTYCV127455.3

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Oct. 20. 2011 2:14PM

Travanti Pharma Inc. 6517301013

No. 0545 P. 6/8

A0719676

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
DATEOCT 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(c).

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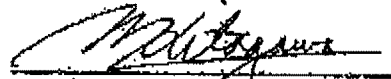
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Travanti Pharma Inc. 6517301013

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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

NOTARIAL PUBLIC
STATE OF CALIFORNIA
My Comm. Expires 12/31/2011
NOTARY PUBLIC STATE OF CALIFORNIA
My Comm. Expires 12/31/2011

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Oct. 20. 2011 2:14PM

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