

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/31/2007		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	ZARS, Inc.		07/30/2007
RECEIVING PARTY DATA			
Name:	ZARS Pharma, Inc.		
Street Address:	1455 West 2200 South, Suite 300		
City:	Salt Lake City		
State/Country:	UTAH		
Postal Code:	84119		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	3410346	THERMOPROFEN
	Registration Number:	3537479	BRAVERY OPTIONAL
CORRESPONDENCE DATA			
Fax Number:	8015660750		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	801-566-6633		
Email:	kjohnson@tnw.com		
Correspondent Name:	Gary P. Oakeson		
Address Line 1:	8180 South 700 East, Suite 350		
Address Line 4:	Sandy, UTAH 84070		
ATTORNEY DOCKET NUMBER:	01508-32655		
NAME OF SUBMITTER:	Gary P. Oakeson		

Signature:	/gary p oakeson/
Date:	07/10/2012
Total Attachments: 7 source=ZARS Merger Doc#page1.tif source=ZARS Merger Doc#page2.tif source=ZARS Merger Doc#page3.tif source=ZARS Merger Doc#page4.tif source=ZARS Merger Doc#page5.tif source=ZARS Merger Doc#page6.tif source=ZARS Merger Doc#page7.tif	

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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:

"ZARS, INC.", A UTAH CORPORATION,

WITH AND INTO "ZARS PHARMA, INC." UNDER THE NAME OF "ZARS PHARMA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 2007, AT 6:57 O'CLOCK P.M.

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

4352729 8100M

070870038



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5886881

DATE: 07-31-07

TRADEMARK
REEL: 004818 FRAME: 0520

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:58 PM 07/30/2007
FILED 06:57 PM 07/30/2007
SRV 070870038 - 4352729 FILE

CERTIFICATE OF MERGER OF

ZARS, INC.
a Utah corporation

WITH AND INTO

ZARS PHARMA, INC.
a Delaware corporation

ZARS Pharma, Inc., a Delaware corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS in accordance with Section 252(c) of the Delaware General Corporation Law (the "DGCL"):

FIRST: The names and states of incorporation of the corporations proposing to merge (the "Constituent Corporations") are as follows:

Name of Corporation	State of Incorporation
ZARS, Inc. ("ZARS Utah")	Utah
ZARS Pharma, Inc. ("ZARS Delaware")	Delaware

SECOND: An agreement and plan of merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the DGCL (the "Merger Agreement"), pursuant to which ZARS Utah merges itself with and into ZARS Delaware.

THIRD: The name of the surviving corporation shall be "ZARS Pharma, Inc." The surviving corporation shall be governed by the laws of the State of Delaware.

FOURTH: The Certificate of Incorporation of ZARS Delaware shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at an office of the surviving corporation. The address of said office is 1455 West 2200 South, Suite 300, Salt Lake City, Utah 84119.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: ZARS Delaware is authorized to issue Twenty One Million One Hundred Thirty Seven Thousand Five Hundred Thirty One (21,137,531) shares of Common Stock, each having a par value of one-tenth of one cent (\$0.001), and Seven Million Four Hundred Sixty Two

Thousand Four Hundred Sixty Nine (7,462,469) shares of Preferred Stock, each having a par value of one-tenth of one cent (\$.001).

EIGHTH: The merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

Executed and verified this 30th day of July, 2007.

ZARS, Inc., a Utah corporation

By: 

Robert Lippert
President and CEO

ZARS PHARMA, INC., a Delaware corporation

By: 

Robert Lippert
President and CEO

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CORRECTED CERTIFICATE OF MERGER OF "ZARS PHARMA, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF AUGUST, A.D. 2007, AT 6:41 O'CLOCK P.M.

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

4352729 8101

070890270



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5902752

DATE: 08-06-07

TRADEMARK
REEL: 004818 FRAME: 0525

**CORRECTED CERTIFICATE OF THE
CERTIFICATE OF MERGER OF**

ZARS, INC.
a Utah corporation

WITH AND INTO

ZARS PHARMA, INC.
a Delaware corporation

ZARS PHARMA, INC. (the "*Corporation*"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is ZARS Pharma, Inc. A Certificate of Incorporation of the Corporation originally was filed by the Corporation with the Secretary of State of Delaware on May 17, 2007.

SECOND: A Certificate of Merger was filed with the Secretary of State of the State of Delaware on July 30, 2007 (the "*Certificate*"), and the Certificate requires correction as permitted by Section 103 of the Delaware General Corporation Law because the Eighth Article contained an inaccuracy.

THIRD: The Eighth Article of the said Certificate inaccurately sets forth that:

The merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FOURTH: Upon the filing of this Corrected Certificate, the Eighth Article of said Certificate, as corrected, should read in its entirety as follows:

The merger shall become effective on July 31, 2007.

IN WITNESS WHEREOF, ZARS Pharma, Inc., acting pursuant to Section 103(f) of the Delaware General Corporation Law, has caused this Corrected Certificate to be signed by its Secretary as of August 3, 2007.

ZARS PHARMA, INC.

By: /s/ Gregory S. Ayers
Gregory S. Ayers, Secretary