

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM312056

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	03/06/2013

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pernix Acquisition Corp. I		03/06/2013	CORPORATION: DELAWARE
Somaxon Pharmaceuticals, Inc.		03/06/2013	CORPORATION: DELAWARE

## NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Somaxon Pharmaceuticals, Inc.	03/06/2013	CORPORATION: DELAWARE

## MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

<b>Name:</b>	Pernix Sleep, Inc.
<b>Street Address:</b>	10003 Woodloch Forest Drive
<b>City:</b>	The Woodlands
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77380
<b>Entity Type:</b>	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
<b>Registration Number:</b>	3477986	SILENOR
<b>Registration Number:</b>	3473585	SOMAXON PHARMACEUTICALS

## CORRESPONDENCE DATA

**Fax Number:** 8587926773  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 858-847-6700  
**Email:** ipdocketing@foley.com  
**Correspondent Name:** Marc T. Morley  
**Address Line 1:** Foley & Lardner LLP  
**Address Line 2:** 3579 Valley Centre Drive, Suite 300  
**Address Line 4:** San Diego, CALIFORNIA 92130

ATTORNEY DOCKET NUMBER: 106229-9010

TRADEMARK

<b>NAME OF SUBMITTER:</b>	Dayna M. Frenkel
<b>SIGNATURE:</b>	/Dayna M. Frenkel/
<b>DATE SIGNED:</b>	07/28/2014
<b>Total Attachments: 6</b> source=Merger Document#page1.tif source=Merger Document#page2.tif source=Merger Document#page3.tif source=Merger Document#page4.tif source=Merger Document#page5.tif source=Merger Document#page6.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:

"PERNIX ACQUISITION CORP. I", A DELAWARE CORPORATION,  
WITH AND INTO "SOMAXON PHARMACEUTICALS, INC." UNDER THE NAME OF "PERNIX SLEEP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MARCH, A.D. 2013, AT 1:41 O'CLOCK P.M.

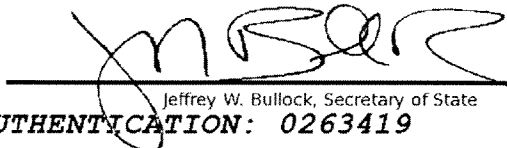
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3693174 8100M

130281779

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0263419

DATE: 03-06-13

TRADEMARK  
REEL: 005331 FRAME: 0089

CERTIFICATE OF MERGER

OF

PERNIX ACQUISITION CORP. I,  
(a Delaware corporation)


with and into

SOMAXON PHARMACEUTICALS, INC.,  
a Delaware corporation

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), the undersigned does hereby certify:

1. The name and state of incorporation of each of the constituent corporations are:
  - a. Pernix Acquisition Corp. I, a Delaware corporation ("Merger Sub"); and
  - b. Somaxon Pharmaceuticals, Inc., a Delaware corporation ("Somaxon").
2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Sections 228 and 251(c) of the DGCL.
3. Pursuant to the Merger Agreement dated December 10, 2012, the Merger Sub will merge with and into Somaxon (the "Merger"), with Somaxon being the surviving corporation (the "Surviving Corporation"). The name will be amended to Pernix Sleep, Inc.
4. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Merger is hereby amended and restated so as to read in its entirety as set forth on Exhibit A attached hereto, until thereafter duly amended in accordance with its terms and the DGCL.
5. The executed Merger Agreement pursuant to which the Merger is being consummated 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 10003 Woodloch Forest Drive, The Woodlands, Texas 77380.
6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without charge, to any stockholder of either of the constituent corporations.
7. The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Surviving Corporation has caused its duly authorized officer to execute and deliver this Certificate of Merger as of March 6, 2013.

BY:   
\_\_\_\_\_  
Cooper C. Collins  
President and Chief Executive Officer

**EXHIBIT A**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**PERNIX SLEEP, INC.**

ARTICLE I

*Name*

The name of the Corporation is PERNIX SLEEP, INC. (hereinafter called the "Corporation").

ARTICLE II

*Purpose*

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE III

*Registered Office and Agent*

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

ARTICLE IV

*Capital*

The total number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$0.001.

ARTICLE V

*Duration*

The Corporation is to have perpetual existence.

ARTICLE VI

Management and Initial Directors

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is provided that 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, subject to any restrictions which may be set forth in this Certificate of Incorporation. The initial number of members of the Board of Directors of the Corporation is two and the name and mailing address of each such person, who is to serve as a director is as follows:

<u>Name</u>	<u>Address</u>
Cooper C. Collins	10003 Woodloch Forest Drive, Suite 950 The Woodlands, Texas 77380
David Becker	10003 Woodloch Forest Drive, Suite 950 The Woodlands, Texas 77380

ARTICLE VII

Limitation of Personal Liability of Directors

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, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this paragraph shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII

Indemnification

The Corporation shall, to the fullest extent permitted by the General Corporation Law of the State of Delaware (including, without limitation, Section 145 thereof), as amended from time to time, indemnify any officer or director whom it shall have power to indemnify from and

against any and all of the expenses, liabilities or other losses of any nature. The indemnification provided in this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such a person. Any amendment, repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

## ARTICLE IX

### Bylaws

The Board of Directors of the Corporation is authorized from time to time in its discretion to adopt or amend or repeal the bylaws of the Corporation, except as such power may be restricted or limited by the General Corporation Law of the State of Delaware. Election of directors need not be by written ballot.

\* \* \* \* \*