

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM343693

|   |                                |                       |                       |
|---|--------------------------------|-----------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                 |                       |                       |
| <b>NATURE OF CONVEYANCE:</b>  | MERGER                         |                       |                       |
| <b>EFFECTIVE DATE:</b>  | 05/29/2015                     |                       |                       |
| <b>CONVEYING PARTY DATA</b>   |                                |                       |                       |
| <b>Name</b>   | <b>Formerly</b>                | <b>Execution Date</b> | <b>Entity Type</b>    |
| Choice Therapeutics, Inc.   |                                | 05/27/2015            | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |                                |                       |                       |
| <b>Name:</b>  | Alliqua BioMedical, Inc.       |                       |                       |
| <b>Street Address:</b>  | 850 Third Avenue               |                       |                       |
| <b>Internal Address:</b>  | Suite 1801                     |                       |                       |
| <b>City:</b>  | New York                       |                       |                       |
| <b>State/Country:</b>   | NEW YORK                       |                       |                       |
| <b>Postal Code:</b>   | 10022                          |                       |                       |
| <b>Entity Type:</b>   | CORPORATION: DELAWARE          |                       |                       |
| <b>PROPERTY NUMBERS Total: 1</b>  |                                |                       |                       |
| <b>Property Type</b>  | <b>Number</b>                  | <b>Word Mark</b>      |                       |
| <b>Registration Number:</b>   | 3661486                        | THERABOND             |                       |
| <b>CORRESPONDENCE DATA</b>  |                                |                       |                       |
| <b>Fax Number:</b>  | 2142000678                     |                       |                       |
| <i>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.</i> |                                |                       |                       |
| <b>Phone:</b>   | 2146515728                     |                       |                       |
| <b>Email:</b>   | tricia.wozniak@haynesboone.com |                       |                       |
| <b>Correspondent Name:</b>  | Tricia Wozniak                 |                       |                       |
| <b>Address Line 1:</b>  | 2323 Victory Avenue            |                       |                       |
| <b>Address Line 2:</b>  | Suite 700                      |                       |                       |
| <b>Address Line 4:</b>  | Dallas, TEXAS 75219            |                       |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 46347.1                        |                       |                       |
| <b>NAME OF SUBMITTER:</b>   | Tricia Wozniak                 |                       |                       |
| <b>SIGNATURE:</b>   | /Tricia Wozniak/               |                       |                       |
| <b>DATE SIGNED:</b>   | 06/05/2015                     |                       |                       |
| <b>Total Attachments: 4</b>   |                                |                       |                       |
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# 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 OWNERSHIP, WHICH MERGES:

"CHOICE THERAPEUTICS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ALLIQUA BIOMEDICAL, INC." UNDER THE NAME OF "ALLIQUA BIOMEDICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 2015, AT 11:35 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF MAY, A.D. 2015.


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

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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: 2416232

DATE: 05-28-15

TRADEMARK  
REEL: 005546 FRAME: 0759

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**CHOICE THERAPEUTICS, INC.**  
(a Delaware corporation)

with and into

**ALLIQUA BIOMEDICAL, INC.**  
(a Delaware corporation)

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Subsidiary into Parent  
Pursuant to Section 253 of the  
General Corporation Law  
of the State of Delaware

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Alliqua BioMedical, Inc., a Delaware corporation (the "**Company**"), hereby certifies the following information relating to the merger (the "**Merger**") of Choice Therapeutics, Inc., a Delaware corporation and wholly-owned subsidiary of the Company, with and into the Company, with the Company remaining as the surviving corporation:

1. The name of the parent corporation is Alliqua BioMedical, Inc., a corporation organized and existing under the laws of the State of Delaware.
2. The name of the subsidiary corporation is Choice Therapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Subsidiary**" and together with the Company, the "**Constituent Corporations**").
3. The Company owns 100% of the issued and outstanding shares of each class of capital stock of the Subsidiary.
4. The Board of Directors of the Company, by resolutions duly adopted by unanimous written consent on May 20, 2015 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware.
5. The Company shall be the surviving corporation of the Merger.
6. The Certificate of Ownership and Merger and the Merger shall become effective on May 29, 2015.

\* \* \* \* \*

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by an authorized officer this 27<sup>th</sup> day of May, 2015.

**ALLIQUA BIOMEDICAL, INC.**, a  
Delaware corporation

By: Brian M. Posner  
Name: Brian M. Posner  
Title: CFD

**ALLIQUA BIOMEDICAL, INC.**  
CERTIFICATE OF OWNERSHIP AND MERGER FOR CHOICE THERAPEUTICS, INC.

**TRADEMARK**  
**REEL: 005546 FRAME: 0761**

**Exhibit A**

**Board Resolutions**

**WHEREAS**, Alliqua BioMedical, Inc., a Delaware corporation (the "**Company**"), owns 100% of the issued and outstanding capital stock of Choice Therapeutics, Inc., a Delaware corporation and wholly-owned subsidiary of the Company (the "**Choice Subsidiary**"); and

**WHEREAS**, the Board deems it advisable and in the best interests of the Company and its stockholders to merge the Choice Subsidiary with and into the Company, with the Company continuing as the surviving corporation; now, therefore, be it

**RESOLVED**, that the Choice Subsidiary shall be merged with and into the Company pursuant to Section 253 of the Delaware General Corporation Law (the "**Choice Short Form Merger**"), so that the separate existence of the Choice Subsidiary shall cease as soon as the Choice Short Form Merger shall become effective, and the Company shall continue as the surviving corporation; and, be it further

**RESOLVED**, that each appropriate officer of the Company be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger with respect to the Choice Short Form Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing; and, be it further

**RESOLVED**, that each appropriate officer of the Company be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.