

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM358140

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2012		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Jazz Pharmaceuticals (EUSA Pharma) Inc.		12/27/2012	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Jazz Pharmaceuticals, Inc.		
<b>Street Address:</b>	3180 Porter Drive		
<b>City:</b>	Palo Alto		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94304		
<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>	2048135	PROSTASCINT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3038630223		
<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>	3038639700		
<b>Email:</b>	mtrudell@sheridanross.com		
<b>Correspondent Name:</b>	Miriam D. Trudell, Sheridan Ross P.C.		
<b>Address Line 1:</b>	1560 Broadway, Suite 1200		
<b>Address Line 4:</b>	Denver, COLORADO 80202		
<b>ATTORNEY DOCKET NUMBER:</b>	5753-32		
<b>NAME OF SUBMITTER:</b>	Miriam D. Trudell		
<b>SIGNATURE:</b>	/Miriam D. Trudell/		
<b>DATE SIGNED:</b>	10/09/2015		
<b>Total Attachments: 4</b>			
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# Delaware

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## 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:

"JAZZ PHARMACEUTICALS (EUSA PHARMA) INC.", A DELAWARE CORPORATION,

WITH AND INTO "JAZZ PHARMACEUTICALS, INC." UNDER THE NAME OF "JAZZ PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2012, AT 3:38 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 11:59 O'CLOCK P.M.

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

3754957 8100M

121396793



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0102187

DATE: TRADEMARK  
REEL: 005642 FRAME: 0109

**CERTIFICATE OF OWNERSHIP AND MERGER**

**merging**

**JAZZ PHARMACEUTICALS (EUSA PHARMA) INC.**  
(a Delaware Corporation)

**with and into**

**JAZZ PHARMACEUTICALS, INC.**  
(a Delaware Corporation)

Pursuant to Section 253 of the Delaware General Corporation Law, Jazz Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "*Company*"),

**DOES HEREBY CERTIFY:**

**FIRST:** That it was organized pursuant to the provisions of the Delaware General Corporation Law (the "*DGCL*").

**SECOND:** That it owns 100% of the outstanding shares of the capital stock of Jazz Pharmaceuticals (EUSA Pharma) Inc., a corporation organized pursuant to the provisions of DGCL (the "*Subsidiary*").

**THIRD:** The Company, by the following resolutions of its Board of Directors (the "*Board*"), duly adopted by unanimous written consent executed as of December 27, 2012, determined to merge the Subsidiary into itself on the conditions set forth in such resolutions (the "*Merger*"):

**WHEREAS,** the Company owns all of the issued and outstanding capital stock of Jazz Pharmaceuticals (EUSA Pharma) Inc., a Delaware corporation (the "*EUSA Pharma Subsidiary*"), and the Board has determined it to be in the best interests of the Company and its stockholders to merge the EUSA Pharma Subsidiary with and into the Company in a statutory short form merger pursuant to the provisions of Section 253 of the Delaware General Corporation Law, in which the Company will be the surviving corporation of such merger.

**NOW, THEREFORE, BE IT RESOLVED,** that EUSA Pharma Subsidiary, Company's wholly owned subsidiary, shall be merged with and into Company, effective as of 11:59 p.m. (E.S.T.) on December 31, 2012, with Company being the surviving corporation of such merger and acquiring thereby all the assets and properties of EUSA Pharma Subsidiary and assuming all of the liabilities and obligations of EUSA Pharma Subsidiary; and

**RESOLVED FURTHER,** that the officers of the Company, each of them with full authority to act without the others, are hereby authorized and directed, for and on behalf of the Company, to cause the Company to execute and deliver, and file with the Delaware Secretary of State, a Certificate of Ownership and Merger in substantially the form attached hereto as **EXHIBIT A**, with respect to the merger of the EUSA Pharma Subsidiary with and into the Company, and to execute, deliver and file such additional documents or perform such acts as are determined to be necessary or appropriate to carry out the merger of the EUSA Pharma Subsidiary into the Company as described above.

**FOURTH:** The name of the surviving corporation following the Merger is Jazz Pharmaceuticals, Inc.

**FIFTH:** Upon the effectiveness of the filing of this Certificate of Ownership and Merger, the Certificate of Incorporation of Jazz Pharmaceuticals, Inc., as amended to date, shall continue to be the certificate of incorporation of said surviving corporation until further amended in accordance with the provisions of the DGCL.

**SIXTH:** The Merger shall become effective at 11:59 p.m. (E.S.T.) on December 31, 2012.

*[SIGNATURE PAGE FOLLOWS]*

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 27th day of December, 2012.

**JAZZ PHARMACEUTICALS, INC.**

By: /s/ Suzanne Sawochka Hooper  
Authorized Officer  
Name: Suzanne Sawochka Hooper  
Title: Executive Vice President, General  
Counsel and Secretary