

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM529938

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MINRAD INC.		12/31/2009	Corporation:
RECEIVING PARTY DATA			
Name:	PIRAMAL CRITICAL CARE, INC.		
Street Address:	50 Cobham Drive		
City:	Orchard Park		
State/Country:	NEW YORK		
Postal Code:	14127		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3436626	SOJOURN	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Phone:	2166212234		
Email:	spacsi@tarolli.com		
Correspondent Name:	Rita E. Kline		
Address Line 1:	1300 East 9th Street		
Address Line 2:	Suite 1700		
Address Line 4:	Cleveland, OHIO 44114		
NAME OF SUBMITTER:	Sheila Pacsi		
SIGNATURE:	/Sheila Pacsi/		
DATE SIGNED:	07/01/2019		
Total Attachments: 7			
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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 MERGER, WHICH MERGES:

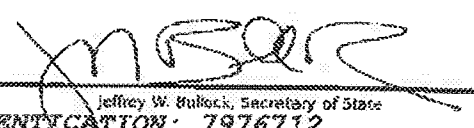
"RXELITE HOLDINGS INC.", A DELAWARE CORPORATION,
WITH AND INTO "MINRAD INC." UNDER THE NAME OF "PIRAMAL CRITICAL CARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 10:34 O'CLOCK A.M.

2459102 8100M

100470431

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7976712

DATE: 05-06-10

TRADEMARK
REEL: 006682 FRAME: 0575

CERTIFICATE OF MERGER
OF
RXELITE HOLDINGS INC.
AND
MINRAD INC.

Minrad Inc. does hereby certify as follows:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) RxElite Holdings Inc., which is incorporated under the laws of the State of Delaware; and
 - (ii) Minrad Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the Delaware General Corporation Law.
3. The name of the surviving corporation in the merger herein certified is Minrad Inc. (the "Surviving Corporation"), which will continue its existence as said Surviving Corporation upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
4. The Certificate of Incorporation of the Surviving Corporation shall be the Amended and Restated Certificate of Incorporation attached as Annex A hereto until such time as it may be amended in accordance with applicable law.
5. An executed copy of the Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid Surviving Corporation, the address of which is as follows: 50 Cobham Drive, Orchard Park, New York 14127.
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid Surviving Corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by Karen Sonnhalter, its authorized officer, on this 31st day of December, 2009, and does hereby affirm, under penalties of perjury, that the statements contained herein have been examined by her and are true and correct.

MINRAD INC.

By: /s/ Karen Sonnhalter
Authorized Officer

Name: Karen Sonnhalter
Title: Vice President

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REEL: 006682 FRAME: 0577

Annex A

**Amended & Restated Certificate of Incorporation
of Minrad Inc.**

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**TRADEMARK
REEL: 006682 FRAME: 0578**

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PIRAMAL CRITICAL CARE, INC.**

- FIRST:** The name of the corporation (the "Corporation") is Piramal Critical Care, Inc.
- SECOND:** The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.
- THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.
- FOURTH:** The Corporation shall have authority, acting by its board of directors, to issue 100 shares of common stock, \$.01 par value per share.
- FIFTH:** The board of directors shall have the power to adopt, amend and repeal the bylaws of the Corporation (except insofar as the bylaws of the Corporation as adopted by action of the stockholders of the Corporation shall otherwise provide). Any bylaws made by the directors under the powers conferred hereby may be amended or repealed by the directors or by the stockholders, and the powers conferred in this Article Fifth shall not abrogate the right of the stockholders to adopt, amend and repeal bylaws.
- SIXTH:** Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
- SEVENTH:** a) To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL is amended after approval by the stockholders of this Article Seventh 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 DGCL as so amended.

b) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation to the same extent as permitted under subparagraph (a) above.

c) Neither any amendment nor repeal of this Article Seventh, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article Seventh, shall eliminate or reduce the effect of this Article Seventh in respect of any matter occurring or any action or proceeding accruing or arising or that, but for this Article Seventh, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss under the DGCL.

EIGHTH:

The Corporation reserves the right to amend the provisions in this Certificate of Incorporation and in any certificate amendatory hereof in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder or thereunder are granted subject to such reservation.

EIGHTH: The Corporation reserves the right to amend the provisions in this Certificate of Incorporation and in any certificate amendatory hereof in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder or thereunder are granted subject to such reservation.

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