

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Integrity Pharmaceutical Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Xanodyne Pharmaceuticals, Inc.
Internal Address: Suite 300
Street Address: 7300 Turfway Road
City: Florence State: KY Zip: 41042

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 2/6/04

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 76/426,473
 76/426,497

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kurt A. Summe
 Internal Address: Wood, Herron & Evans, LLP
 2700 Carew Tower

 Street Address: 441 Vine Street

 City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
 and any additional fees due.

8. Deposit account number:
 23-3000

DO NOT USE THIS SPACE

9. Signature.
 Kurt A. Summe *Kurt A Summe* 3/4/04
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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Delaware

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The First State

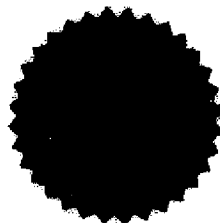
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INTEGRITY PHARMACEUTICAL CORPORATION", A INDIANA CORPORATION,

WITH AND INTO "XANODYNE PHARMACEUTICALS, INC." UNDER THE NAME OF "XANODYNE PHARMACEUTICALS, 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 FEBRUARY, A.D. 2004, AT 1:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTH DAY OF FEBRUARY, A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2916729

3236996 8100M

040083602

DATE: 02-26-04
TRADEMARK

REEL: 002806 FRAME: 0444

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:09 PM 02/06/2004
FILED 01:09 PM 02/06/2004
SRV 040083602 - 3236996 FILE

CERTIFICATE OF MERGER

Merger of
INTEGRITY PHARMACEUTICAL CORPORATION
with and into
XANODYNE PHARMACEUTICALS, INC.

It is hereby certified that:

FIRST: The constituent business corporations participating in the merger herein certified are:

Xanodyne Pharmaceuticals, Inc. which is incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware; and

Integrity Pharmaceutical Corporation which is incorporated and duly organized pursuant to the Indiana Business Corporation Law.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Integrity Pharmaceutical Corporation in accordance with the laws of the State of Indiana and by Xanodyne Pharmaceuticals, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger herein certified is Xanodyne Pharmaceuticals, Inc., which will continue its existence as said surviving corporation under the name Xanodyne Pharmaceuticals, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware and Indiana Business Corporation Law.

FOURTH: The Certificate of Incorporation of Xanodyne Pharmaceuticals, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: The Executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place business of Xanodyne Pharmaceuticals, Inc., the surviving corporation; the address of which is 7300 Turfway Road, Suite 300, Florence, Kentucky 41042.

SIXTH: A copy of the Agreement of Merger will be furnished by Xanodyne Pharmaceuticals, Inc., the surviving corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

SEVENTH: The authorized capital stock of Integrity Pharmaceutical Corporation consists of:

- i. 30,500,000 shares of Common Stock;
- ii. 4,500,000 shares of Series A Convertible Preferred Stock;
- iii. 2,875,000 shares of Series B Convertible Preferred Stock;
- iv. 1,912,000 shares of Series C Convertible Preferred Stock;
- v. 5,237,991 shares of Series D Convertible Preferred Stock; and
- vi. 5,975,009 shares of additional preferred stock.

EIGHTH: The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on February 7, 2004.

IN WITNESS WHEREOF, Xanodyne Pharmaceuticals, Inc., the surviving corporation, has caused this certificate to be signed by a duly authorized officer, on this 6th day of February, 2004.

By: *Thomas P. Jennings*
 Print Name: Thomas P. Jennings
 Its: Secretary