

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/19/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ATRIX LABORATORIES, INC.		11/19/2004	CORPORATION:

RECEIVING PARTY DATA

Name:	QLT USA, INC.
Street Address:	2579 Midpoint Drive
City:	Fort Collins
State/Country:	COLORADO
Postal Code:	80525-4417
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1912165	ATRISORB
Registration Number:	2219251	ATRIDOX
Registration Number:	1912166	ATRIGEL

CORRESPONDENCE DATA

Fax Number: (612)339-3061
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6123736970
 Email: tmg@slwk.com
 Correspondent Name: Charles E. Steffey
 Address Line 1: 121 South 8th Street, 1600 TCF Tower
 Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER:	Charles E. Steffey
Signature:	/Charles E. Steffey/

CH \$90.00 1912165

Date:

08/12/2005

Total Attachments: 4

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Delaware

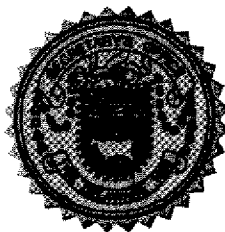
PAGE 1

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:

"ATRIX LABORATORIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ASPEN ACQUISITION II CORP." UNDER THE NAME OF "QLT USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF NOVEMBER, A.D. 2004, AT 5:35 O'CLOCK P.M.

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



3812699 8100M

040838996

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3494109

DATE: 11-22-04

TRADEMARK
REEL: 003139 FRAME: 0936

CERTIFICATE OF MERGER

OF

ATRIX LABORATORIES, INC.

INTO

ASPEN ACQUISITION II CORP.

The undersigned corporations, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: That the names and state of incorporation of each of the constituent corporations to the merger (the "Merger") are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Atrix Laboratories, Inc.	Delaware
Aspen Acquisition II Corp.	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of November 19, 2004 (the "Merger Agreement"), by and between Aspen Acquisition II Corp., a Delaware corporation, and Atrix Laboratories, Inc., a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation for the merger is Aspen Acquisition II Corp., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Aspen Acquisition II Corp. as in effect immediately prior to the Merger shall be the Certificate of Incorporation of the surviving corporation, except that Section 1 thereof shall be amended to read as follows: "The name of the corporation is QLT USA, Inc."

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 2579 Midpoint Drive, Fort Collins, CO, 80525.

SIXTH: That an executed copy of the Merger Agreement will be furnished on request and without cost to any stockholder of Aspen Acquisition II Corp. or Atrix Laboratories, Inc.

SEVENTH: That the Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

(signature page follows)

IN WITNESS WHEREOF, the undersigned, for the purposes of effectuating the Merger of the constituent corporations, have caused this Certificate of Merger to be duly executed.

Dated: November 19, 2004

Atrix Laboratories, Inc.

By: /s/ Michael Duncan
Name: Michael Duncan
Title: President

Aspen Acquisition II Corp.

By: /s/ Michael Duncan
Name: Michael Duncan
Title: President