

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2010		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Professional Dental Technologies, Inc.		12/20/2010	CORPORATION: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Zila Therapeutics, Inc.		
<b>Street Address:</b>	701 Centre Avenue		
<b>City:</b>	Fort Collins		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80526		
<b>Entity Type:</b>	CORPORATION: NEVADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2480397	PRO-SELECT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(703)273-7684		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	703-273-7680		
<b>Email:</b>	rshapiro@sasiplaw.com		
<b>Correspondent Name:</b>	Ronald E. Shapiro		
<b>Address Line 1:</b>	11350 Random Hills Road, Suite 740		
<b>Address Line 4:</b>	Fairfax, VIRGINIA 22030		
<b>ATTORNEY DOCKET NUMBER:</b>	CPA9010		
<b>NAME OF SUBMITTER:</b>	Ronald E. Shapiro		
<b>Signature:</b>	/Ronald E. Shapiro/		

OP \$40.00 2480397

**900195674**

**TRADEMARK**  
**REEL: 004571 FRAME: 0340**

Date:

06/28/2011

**Total Attachments: 10**

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**COMMISSIONERS**  
GARY PIERCE - Chairman  
BOB STUMP  
SANDRA D. KENNEDY  
PAUL NEWMAN  
BRENDA BURNS



ERNEST G. JOHNSON  
Executive Director  
  
JEFF GRANT  
Director  
Corporations Division

**ARIZONA CORPORATION COMMISSION**

January 11, 2011

Snell & Wilmer  
Attn: David Hinnant  
Fax #: 602-382-6070

Re: ZILA THERAPEUTICS, INC.

We are pleased to notify you that your Articles of Merger have been approved.

You must publish the Articles of Merger in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is enclosed and is also available on the Commission website. Publication must be completed **WITHIN 60 DAYS** after 01/11/2011, which is the date the document was approved for filing by the Commission. The entity may be subject to administrative dissolution if it fails to publish. You may file the Affidavit of Publication you will receive from the newspaper, but filing it is not mandatory.

No publication is required.

We strongly recommend that you periodically monitor the company's record with the Commission, which can be viewed at [www.azcc.gov/Divisions/Corporations](http://www.azcc.gov/Divisions/Corporations). If you have questions or need further information please contact us at (602) 542-3026 or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,

Ratib Nasich  
Examiner  
Corporations Division

AZ CORPORATION COMMISSION  
FILED

DEC 22 2010

FILE NO. F-10434073

**ARTICLES OF MERGER**

**OF**

**PROFESSIONAL DENTAL TECHNOLOGIES, INC. M-1651474-3**

**ZILA BIOTECHNOLOGY, INC. -1071069-1**

**ZILA PHARMACEUTICALS, INC. F-0751437-8**

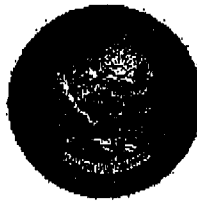
**ZILA DENTAL TECHNOLOGIES, INC.-NO RECORD**

**WITH AND INTO**

**ZILA THERAPEUTICS, INC. F-1043407-3**

STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

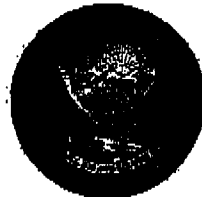
Certified Copy

December 22, 2010

Job Number: C20101222-2241  
Reference Number: 00002965682-08  
Expedite:  
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20100946538-68	Merge In	6 Pages/1 Copies



Respectfully,

ROSS MILLER  
Secretary of State

Certified By: Joann Larson  
Certificate Number: C20101222-2241  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



\*140103\*



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 644-6706  
Website: www.nvscs.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20100946538-68</b>
	Filing Date and Time <b>12/22/2010 10:00 AM</b>
	Entity Number <b>C857-1993</b>

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Articles of Merger**  
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.240):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

1. PROFESSIONAL DENTAL TECHNOLOGIES, INC.

Name of merging entity

NEVADA

Jurisdiction

CORPORATION

Entity type \*

2. ZILA PHARMACEUTICALS, INC.

Name of merging entity

NEVADA

Jurisdiction

CORPORATION

Entity type \*

3. ZILA BIOTECHNOLOGY, INC.

Name of merging entity

ARIZONA

Jurisdiction

CORPORATION

Entity type \*

4. ZILA DENTAL TECHNOLOGIES, INC.

Name of merging entity

ARKANSAS

Jurisdiction

CORPORATION

Entity type \*

and,

5. ZILA THERAPEUTICS, INC.

Name of surviving entity

NEVADA

Jurisdiction

CORPORATION

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger, Page 1  
Revised: 10-28-10

619042



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4529  
(775) 684-5788  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 2**

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: GARY V. KLINEFELTER, VP GENERAL COUNSEL

c/o: ZILA, INC.  
3418 S. 48TH STREET, SUITE 9  
PHOENIX, AZ 85040

3) Choose one:

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2  
Revised: 10-25-10



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 3**

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(b) The plan was approved by the required consent of the owners of:

PROFESSIONAL DENTAL TECHNOLOGIES, INC.

Name of merging entity, if applicable

ZILA PHARMACEUTICALS, INC.

Name of merging entity, if applicable

ZILA BIOTECHNOLOGY, INC.

Name of merging entity, if applicable

ZILA DENTAL TECHNOLOGIES, INC.

Name of merging entity, if applicable

and, or:

ZILA THERAPEUTICS, INC.

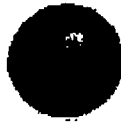
Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Revised: 10-25-10  
Revised: 10-25-10





ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 4**

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.180):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

.....  
Name of merging entity, if applicable

.....  
Name of merging entity, if applicable

.....  
Name of merging entity, if applicable

.....  
Name of merging entity, if applicable

.....  
and, or,

.....  
Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 4  
Revised: 10-25-10



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 5**

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*\*:

[Empty rectangular box for amendments]

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)\*\*: 12/31/2010 7:00 p.m. Nevada time

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5  
Revised: 10-25-10

ROSS MILLER  
Secretary of State  
294 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
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**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 6**

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5) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

**PROFESSIONAL DENTAL TECHNOLOGIES, INC.**

Name of merging entity

X [Signature]  
Signature

Chief Executive Officer  
Title

12/20/2010  
Date

**ZILA PHARMACEUTICALS, INC.**

Name of merging entity

X [Signature]  
Signature

Chief Executive Officer  
Title

12/20/2010  
Date

**ZILA BIOTECHNOLOGY, INC.**

Name of merging entity

X [Signature]  
Signature

Chief Executive Officer  
Title

12/20/2010  
Date

**ZILA DENTAL TECHNOLOGIES, INC.**

Name of merging entity

X [Signature]  
Signature

Chief Executive Officer  
Title

12/20/2010  
Date

and,

**ZILA THERAPEUTICS, INC.**

Name of surviving entity

X [Signature]  
Signature

Chief Executive Officer  
Title

12/20/2010  
Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6  
Revised: 10-28-10

**IRREVOCABLE APPOINTMENT**

Pursuant to ARS §10-1107, the surviving foreign corporation irrevocably appoints the Arizona Corporation Commission as the corporation's agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

The address to which the Arizona Corporation Commission may mail a copy of any process that may be served on it is: c/o Gary Klinefelter, Zila, Inc., 3418 S. 48<sup>th</sup> Street, Suite 9, Phoenix, AZ 85040.

The surviving foreign corporation agrees that it will promptly pay to each dissenting shareholder of each Arizona corporation that is a party to this merger the amount, if any, to which such shareholder is entitled under Chapter 13 of Title 10 of the Arizona Revised Statutes.

Name of Surviving Foreign Corporation: Zila Therapeutics, Inc.  
Domestic State: Nevada, qualified to do business in Arizona

Name of Merging Corporation: Zila Biotechnology, Inc.  
Domestic State: Arizona

12363360.1

\*\* TOTAL PAGE. 10 \*\*