

02-28-2003



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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

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Cristie M. Nell

In re application and patents of: Photogen, Inc.))

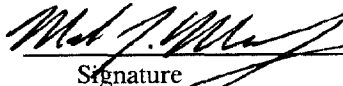
PATENT ASSIGNMENT COVER SHEET

Date: February 20, 2003 February 19, 2003

Commissioner for Patents Washington, D. C. 20231

Sir:

Please record the attached original document or copy thereof. Total number of pages (with cover sheet): 5

<p>1. Name of Conveying Party(ies): <u>2-25-03</u> <u>Valley Pharmaceuticals, Inc.</u></p> <p>2a. Name and Address of Receiving Party(ies): Name: <u>Xantech Pharmaceuticals, Inc.</u> Address: <u>7327 Oak Ridge Highway, Knoxville, TN 37931</u></p> <p>2b. Name and Address of Receiving Party(ies): Name: _____ Address: _____</p> <p>3. Nature of Conveyance <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ <input checked="" type="checkbox"/> Execution Date: <u>11/21/02</u></p> <p>4. Application Number(s) or Patent number(s) (If this document is being filed together with a new application, the execution date of the application is: _____)</p> <p>4a. Patent Application No.(s) <u>See Appendix A attached hereto</u></p> <p>4b. Patent No.(s) <u>See Appendix B attached hereto</u></p>	<p>5. Name and Address of Party to Whom Correspondence Concerning Document Should be Mailed: <u>Edward D. Manzo, Esq.</u> <u>COOK, ALEX, McFARRON, MANZO, CUMMINGS & MEHLER, LTD.</u> <u>200 West Adams Street, Suite 2850</u> <u>Chicago, Illinois 60606</u></p> <p>6. Total Number of Applications and Patents Involved: <u>27</u></p> <p>7. Total Fee (37 CFR 3.41): \$1080.00 7a. <input checked="" type="checkbox"/> Enclosed 7b. <input checked="" type="checkbox"/> Authorized to be Charged to Deposit Account For Any Deficiency</p> <p>8. Deposit Account Number: <u>50/1039</u> (A duplicate copy of this page is attached)</p> <p>9. Statement and Signature: <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p><u>Mark J. Murphy</u>  Name of Person Signing Signature Reg. No. <u>54,225</u></p> <p>Date: February 6, 2003</p>
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In re application and patents of: Photogen, Inc.

re: Merger of Valley Pharmaceuticals, Inc. into Xantech Pharmaceuticals, Inc.

Patent Applications

<u>Serial No.</u>	<u>Atty Docket No.</u>
09/072,963	PHO-0002DIV
09/130,213	PHO-102
09/571,705	PHO-102DIV
09/096,832	PHO-104
09/571,099	PHO-104DIV
09/130,041	PHO-105
09/570,640	PHO-105DIV
09/382,622	PHO-107DIV
09/569,982	PHO-109
09/803,609	PHO-110DIV2
09/635,276	PHO-113
09/799,785	PHO-119
09/817,448	PHO-120
10/331,854	PHO-120DIV
09/779,808	PHO-121
09/900,355	PHO-122
10/331,735	PHO-122DIV

Appendix B to Patent Assignment Cover Sheet

In re application and patents of: Photogen, Inc.

re: Merger of Valley Pharmaceuticals, Inc. into Xantech Pharmaceuticals, Inc.

Patents

<u>Patent No.</u>	<u>Atty Docket No.</u>
5,829,448	PHO-0001
5,998,597	PHO-0001DIV
6,042,603	PHO-0001DIV2
5,832,931	PHO-0002
6,493,570	PHO-106
6,331,286	PHO-107
6,495,360	PHO-110
6,451,597	PHO-110DIV1
6,468,777	PHO-110DIV3
6,519,076	PHO-121DIV

**ARTICLES OF MERGER
OF
PROVECTUS PHARMACEUTICALS, INC.
WITH AND INTO
VALLEY PHARMACEUTICALS, INC.**

1. The name, type of entity and jurisdiction of each party to the merger (the "Merger") are:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>	<u>Date of Formation</u>
Provectus Pharmaceuticals, Inc.	corporation	Tennessee	January 17, 2002
Valley Pharmaceuticals, Inc.	Corporation	Tennessee	April 16, 1997

2. The name, type of entity and jurisdiction of the surviving entity (the "Surviving Corporation") shall be:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Xantech Pharmaceuticals, Inc.	corporation	Tennessee

3. By virtue of the Merger, the Charter of the Surviving Corporation hereby shall be restated and further amended to read as set forth on the first page following the signatures of the constituent corporations in the Merger.

4. The Agreement and Plan of Merger dated as of November 15, 2002, providing for the Merger and the amendment and restatement of the Charter, is attached hereto as Annex A and incorporated herein by reference.

5. The Agreement and Plan of Merger was duly adopted by the Board of Directors of Valley Pharmaceuticals, Inc. on November 15, 2002 in accordance with the provisions of Tennessee Code Annotated §§ 48-21-102 and 48-21-104, by unanimous written consent without a meeting pursuant to T.C.A. § 48-18-202; and was duly approved by the shareholders of Valley Pharmaceuticals, Inc. on November __, 2002 in accordance with the provisions of T.C.A. § 48-21-104, by unanimous written consent without a meeting pursuant to T.C.A. § 48-17-104.

6. The Agreement and Plan of Merger was duly adopted by the Board of Directors of Provectus Pharmaceuticals, Inc. on November 15, 2002 in accordance with the provisions of Tennessee Code Annotated §§ 48-21-102 and 48-21-104, by unanimous written consent without a meeting pursuant to T.C.A. § 48-18-202; and was duly approved by the shareholders of Provectus Pharmaceuticals, Inc. on November __, 2002 in accordance with the provisions of T.C.A. § 48-21-104, by unanimous written consent without a meeting pursuant to T.C.A. § 48-17-104.

7. The Merger shall be effective as of the date and time of filing.

* *signatures appear on following page* *



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

For Office Use Only

ARTICLES OF CORRECTION

Pursuant to the provisions of Section 48-11-305 of the Tennessee Business Corporation Act or Section 48-51-305 of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The name of the corporation is Xantech Pharmaceuticals, Inc.

2. Please mark the sentence below which applies.

A copy of the incorrect document (as filed) is attached.

A description of the incorrect document (including its filing date) is given here:

Articles of Merger, filed November 19, 2002.

3. If the document is incorrect because of incorrect statement(s), enter the incorrect statement(s) and the reason(s) it/they is/are incorrect:

First page of Articles of Merger identified merger as merger of Valley
Pharmaceuticals, Inc. (Control #0329005) with and into Provectus
Pharmaceuticals, Inc. (Control #0420409).

4. The correct statement(s) is/are:

Merger should have been merger of Provectus Pharmaceuticals, Inc. with and
into Valley Pharmaceuticals, Inc. Corrected first page of Articles of
Merger is enclosed.

5. If the document is incorrect because of a defective execution, state the manner in which the execution was defective:

6. The correct execution should be:

11-21-02
Signature Date

Secretary
Signer's Capacity

XANTECH PHARMACEUTICALS, INC.
Name of Corporation

Daniel R. Hamilton
Signature

Daniel R. Hamilton
Name (typed or printed)

SS-4436 (Rev. 3/99)

RDA 1878