

12-22-2004



OFFICE OF PUBLIC RECORDS
PTO-1595
12/21/04
DEC 20 AM 11:40

102909453
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

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

1. Name of conveying part(ies): PX Pharmaceuticals, Inc.

12-20-04

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving part(ies):
Ruti Acquisition, Inc.

Internal Address: _____

Street Address: 7300 Turfway Road
Suite 300

City: Florence State: Kentucky Zip: 41042

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

Execution Date: December 3, 2004

Additional name(s) and address(es) attached? Yes No

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:

A. Patent Application No.(s) 09/516,078

B. Patent No.(s) 6,099,853

Additional numbers attached? Yes No

5. Names and address of party to whom correspondence concerning document should be mailed:

Name: Geoffrey L. Oberhaus

Internal Address: Dinsmore & Shohl LLP

Street Address: 1900 Chemed Center
255 East Fifth Street

City: Cincinnati State: Ohio Zip: 45202

6. Total number of applications and patents involved: [1]

7. Total Fee (27 CFR 3.41) . . . \$ 40.00

- Enclosed
- Please charge the amount of \$40.00 to our Visa credit card account. Form PTO-2038 is attached
- Please charge any deficiencies or credit any overpayment to deposit account
- Authorization to be charged to deposit account

8. Deposit Account Number:

04-1133

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Geoffrey L. Oberhaus, Reg. No. 42,955

Name of Person Signing, Registration Number

Geoffrey L. Oberhaus
Signature

12-14-04
Date

Total Number of pages including cover sheet

[3]

12/21/2004 BTOM11 00000047 09516078

01 FC:8021

40.00 DP

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Mail Stop Assignment Recordation Services; Director of the U.S. Patent and Trademark Office; P.O. Box 1450; Arlington, VA 22313-1450 on December 14, 2004.

Stephanie Berlepsch
Stephanie Berlepsch

Delaware

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:

"PX PHARMACEUTICALS, INC.", A OHIO CORPORATION,

WITH AND INTO "RUTI ACQUISITION, INC." UNDER THE NAME OF "RUTI ACQUISITION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF DECEMBER, A.D. 2004, AT 10:50 O'CLOCK A.M.

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: 3517629

3866868 8100M

040970200

DATE: 12-03-04

PATENT
REEL: 016085 FRAME: 0071

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is RUTI ACQUISITION, INC.
, a Delaware corporation, and the name
of the corporation being merged into this surviving corporation is
RX PHARMACEUTICALS, INC., a N ORIO
corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is RUTI ACQUISITION, INC.
, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

FIFTH: The authorized stock and par value of the non-Delaware corporation is
850 Shares of No Par Value Stock

SIXTH: The merger is to become effective on December 3, 2004.

SEVENTH: The Agreement of Merger is on file at
7300 Turfway Road, Suite 300, Florence, Kentucky 41042, an office of
the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 3rd day of December, A.D.,
2004

By: 
Authorized Officer

Name: Thomas P. Jennings

Print or Type

Title: Secretary