

Form PTO-1595 (Rev. 06/04)

U.S. DEPARTMENT OF COMMERCE
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To the Director of the U.S. Patent and Trademark Office. Please record the attached documents or the address(es) below..

| | |
|--|---|
| <div>1. Name of conveying party(ies)/Execution Date(s): Pharmadigm, Inc. Execution Date(s): August 3, 2004 Additional name(s) of conveying party(ies) attached? attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div> | <div>2. Name and address of receiving party(ies): NAME: Inffabloc Pharmaceuticals, Inc. ADDRESS: 2401 South Foothill Drive Salt Lake City, Utah 84109 Additional name(s) & addresses(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div> |
| <div>3. Name 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"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License <input type="checkbox"/> Other</div> | |

| | |
|--|---|
| <div>4. Application number(s) or patent number(s): A. Patent Application No.(s) 10/442,988</div> | <div><input type="checkbox"/> This document is being filed together with a new application B. Patent No.(s) 5,795,872 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div> |
|--|---|

| | |
|---|---|
| <div>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jeffrey L. Ihnen Address: Rothwell, Figg, Ernst & Manbeck Suite 800 Street Address: 1425 K St., N.W. City: Washington, State: D.C. Zip: 20005 Telephone No.: 202/783-6040 Facsimile No.: 202/783-6031 Email Address: Attorney Docket No. : 2325-124; 2325-145</div> | <div>6. Total number of applications and patents involved: 2</div> |
| | <div>7. Total fee (37 CFR 3.41): \$ 80.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> None required (government interest not affecting title)</div> |
| | <div>8. Deposit account number: 02-2135 Authorized User Name Jeffrey L. Ihnen</div> |

DO NOT USE THIS SPACE

| | |
|--|--|
| <div>9. Signature.  _____ Jeffrey L. Ihnen, Reg. No. 28,957 Name of Person Signing</div> | <div>_____ Total number of pages including cover sheet, attachments and documents: 7</div> |
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Delaware

PAGE 1

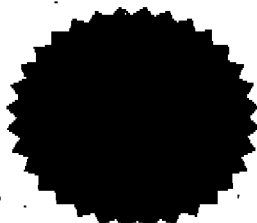
The First State

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 OWNERSHIP, WHICH MERGES:

"PHARMADIGM, INC.", A UTAH CORPORATION,

WITH AND INTO "INFLABLOC PHARMACEUTICALS, INC." UNDER THE NAME OF "INFLABLOC PHARMACEUTICALS, 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 AUGUST, A.D. 2004, AT 9:09 O'CLOCK P.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

3823741 8100M

040568946

AUTHENTICATION: 3274261

DATE: ~~8/4/04~~ 8/4/04

REEL: 016489 FRAME: 0609

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:14 PM 08/03/2004
FILED 09:09 PM 08/03/2004
SRV 040568946 - 3823741 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

of

PHARMADIGM, INC.

(a Utah corporation)

into

INFLABLOC PHARMACEUTICALS, INC.

(a Delaware corporation)

It is hereby certified that:

1. Pharmadigm, Inc. (hereinafter called "*Pharmadigm*" or the "*Company*") is a corporation of the State of Utah, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The Company, as the owner of all of the outstanding shares of capital stock of Inflabloc Pharmaceuticals, Inc., a corporation of the State of Delaware (hereinafter called "*Inflabloc*" or the "*Subsidiary*"), hereby merges itself into Inflabloc.

3. In accordance with Section 253 of the Delaware General Corporate Law, the Board of Directors (the "*Board*") of Pharmadigm adopted resolutions to effect a merger of the Company into the Subsidiary on July 1, 2004, which read as follows:

Merger of the Corporation with and into Subsidiary

RESOLVED: That it is deemed advisable and in the best interests of the Corporation and its shareholders, in order to effect the reincorporation of the Corporation in the State of Delaware, that the Subsidiary acquire all of the assets and assume all of the liabilities of the Corporation in a merger (the "*Reincorporation*") of the Corporation with and into the Subsidiary, in which the Subsidiary shall be the surviving corporation (the "*Surviving Corporation*").

RESOLVED: That in order to effect the Reincorporation, the Board hereby deems it advisable and in the best interests of the Corporation and its shareholders to adopt the Agreement and Plan of Merger (the "*Merger Agreement*") in substantially the form attached hereto as Exhibit D and hereby adopts approves the Merger Agreement and recommends to the shareholders of the Corporation that they approve the Merger Agreement.

RESOLVED FURTHER: That the proper officers of the Corporation are hereby authorized, directed and empowered to effect the Reincorporation upon such terms and conditions as are set forth in the Merger Agreement, pursuant to which one share of Common Stock of the Surviving Corporation will be issued for each outstanding share of Common Stock of the Corporation and one share of each respective series of Preferred Stock of the Surviving Corporation will be issued for each outstanding share of each respective series of Preferred Stock of the Corporation. Each share of Preferred Stock shall be convertible into the same number of shares of the Surviving Corporation's Common Stock, as such share of the Corporation's Preferred Stock shall be so convertible into immediately prior to the Effective Date (as defined below) of the Merger, subject to the Merger Agreement and to the terms of the Certificate of Incorporation of the Surviving Corporation.

RESOLVED FURTHER: That, at such date as the Reincorporation shall become effective ("*Effective Date*") each outstanding and unexercised option, warrant and other right to purchase shares of Common Stock or Preferred Stock of the Corporation, including outstanding and unexercised options under the Corporation's 1993 Stock Option Plan and 2003 Equity Incentive Plan (a "*Right*"), shall be assumed and shall become an option, warrant or other right to purchase shares of the Common Stock or Preferred Stock of the Surviving Corporation's Common Stock or Preferred Stock on the basis of one share of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, for an equal amount of shares of the Corporation's Common Stock or Preferred Stock, as the case may be, issuable pursuant to any such Right, on the same terms and conditions and at an exercise price equal to the exercise price applicable to any such Right at the time of the Reincorporation.

RESOLVED FURTHER: That the proper officers of the Corporation are hereby authorized, directed and empowered, subject to approval of the Merger Agreement by the shareholders of the Corporation, to execute and deliver the Merger Agreement to the Subsidiary for and on behalf of the Corporation.

RESOLVED FURTHER: That the officers of the Corporation are hereby authorized, directed and empowered, subject to approval of the Merger Agreement by the shareholders of the Corporation, to file (i) a Certificate of Ownership and Merger, and any related or required documents to be filed with the appropriate governmental offices of the State of Delaware, and (ii) Articles of Merger and any related or required documents to be filed with the appropriate governmental offices of the State of Utah, all in accordance with applicable laws, to consummate the Reincorporation.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by Pharmadigm, the parent Company, in accordance with the laws of the State of Utah.

5. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by Inflabloc, the Subsidiary, in accordance with the laws of the State of Delaware.

6. The executed Agreement and Plan of Merger between the Company and the Subsidiary is on file at an office of the aforesaid Subsidiary, the address of which is as follows: 2401 Foothill Drive, Salt Lake City, UT 84109.

Dated as of August 3, 2004.

PHARMADIGM, INC.
a Utah corporation

By: 

Dinesh C. Patel
Chief Executive Officer

INFLABLOC PHARMACEUTICALS, INC.
a Delaware corporation

By: 

Dinesh C. Patel
Chief Executive Officer

**State of Utah**

DEPARTMENT OF COMMERCE

Division of Corporations & Commercial Code

| | |
|--------------------|---------|
| Non-Refundable Fee | |
| Domestic | \$25.00 |
| Foreign | \$35.00 |

Articles of Merger / Share Exchange

Pharmadigm, Inc., a Utah corporation
the non-surviving corporation

RECEIVED

AUG 03 2004

Utah Div. Of Corp. & Comm. Code

Into

Inflabloc Pharmaceuticals, Inc., a Delaware corporation
the surviving corporation

ARTICLE I - Surviving Corporation**Section 1**

The name of the corporation surviving the merger is: Inflabloc Pharmaceuticals, Inc.
and such name ☒ has ☐ has not been changed as a result of the merger.

Section 2

- A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on _____.
- B. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and ☒ qualified ☐ not qualified to do business in Utah, upon approval of Application for Certificate of Authority.

Note: If application for Certificate of Authority to Transact Business is filed concurrently herewith state "Upon approval of Application for Certificate of Authority" _____.

- C. The effective date of the merger described herein shall be the date upon which these Articles are filed with the Utah Division of Corporations and Commercial Code, or _____.

ARTICLE II - Non-surviving Corporation(s)

The name, state of incorporation, and date incorporation or qualification (if applicable) respectively, of each Utah domestic corporation and Utah qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

| | |
|--------------------------|--|
| <u>Pharmadigm, Inc.</u> | <u>5/28/1991</u> |
| <u>Utah</u> | <u>Date of Incorporation / Qualification in Utah</u> |
| Name of Corporation | |
| <u>State of Domicile</u> | <u>Date of Incorporation / Qualification in Utah</u> |

ARTICLE III - Plan of Merger or Share Exchange

The Plan of Merger or Share Exchange, containing such information as required by Utah Code 16-10a-1101, is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - Manner of Adoption & Vote of Surviving Corporation (must complete Section 1 or 2)**Section 1**

☒ Shareholder vote not required.

The merger/ share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Section 2☐ Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors:

| | TOTAL | A | B | C |
|--|-------|---|---|---|
| Designation of each voting group (i.e. preferred and common) | | | | |
| Number of outstanding shares | | | | |
| Number of votes entitled to be cast | | | | |
| Number of votes represented at meeting | | | | |
| Shares voted in favor | | | | |
| Shares voted against | | | | |

ARTICLE V - Manner of Adoption & Vote of Non-surviving Corporation (must complete Section 1 or 2)**Section 1**☐ Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Section 2☒ Vote of shareholders (complete either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on 20 and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

| | TOTAL | A | B |
|--|---------------------------|------------------------|--------------------|
| Designation of each voting group (i.e. preferred and common) | | Common Stock | Series A Preferred |
| Number of outstanding shares | 16,955,750 ⁽¹⁾ | 339,750 ⁽¹⁾ | 16,616,000 |
| Number of votes entitled to be cast | 16,955,750 ⁽¹⁾ | 339,750 ⁽¹⁾ | 16,616,000 |
| Number of votes represented at meeting | 15,148,821 ⁽¹⁾ | 209,265 ⁽¹⁾ | 14,939,556 |
| Shares voted in favor | 15,140,057 ⁽¹⁾ | 209,089 ⁽¹⁾ | 14,930,968 |
| Shares voted against | 0 ⁽¹⁾ | 0 ⁽¹⁾ | 0 |

(1) After giving effect to a 1-for-200 reverse stock split.

In Witness Whereof, the undersigned being the Chief Executive Officer of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this day of August 3, 2004.

Dinesh C. Patel
Printed Name

Signature

Mail In: S.M. Box 146705
Salt Lake City, Utah 84114-6705
Walk In: 160 East 300 South, Main Floor
Corporation's Information Center: (801) 530-4849
Toll Free Number: (877) 526-3994 (Utah Residents)
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>