

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|  |  |                |  |
|--|--|----------------|--|
| SUBMISSION TYPE:   | NEW ASSIGNMENT                         |                |  |
| NATURE OF CONVEYANCE:  | MERGER                                 |                |  |
| EFFECTIVE DATE:  | 06/03/2005                             |                |  |
| <b>CONVEYING PARTY DATA</b>  |  |                |  |
| Name   |  | Execution Date |  |
| Adams Respiratory Therapeutics, Inc.   |  | 06/03/2005     |  |
| <b>RECEIVING PARTY DATA</b>  |  |                |  |
| Name:  | Adams Merger Sub, Inc.                 |                |  |
| Street Address:  | 1209 Orange Street                     |                |  |
| City:  | Wilmington                             |                |  |
| State/Country:   | DELAWARE                               |                |  |
| Postal Code:   | 19801                                  |                |  |
| <b>PROPERTY NUMBERS Total: 6</b>   |  |                |  |
| Property Type  | Number                                 |                |  |
| Application Number:  | 10406574                               |                |  |
| Application Number:  | 10413530                               |                |  |
| Application Number:  | 10406557                               |                |  |
| Application Number:  | 11158012                               |                |  |
| Patent Number:   | 6372252                                |                |  |
| Patent Number:   | 6955821                                |                |  |
| <b>CORRESPONDENCE DATA</b>   |  |                |  |
| Fax Number:  | (202)778-2201                          |                |  |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |  |                |  |
| Phone:   | 2029551500                             |                |  |
| Email:   | vsilcott@hunton.com                    |                |  |
| Correspondent Name:  | Hunton & Williams LLP                  |                |  |
| Address Line 1:  | 1900 K Street                          |                |  |
| Address Line 2:  | Intellectual Property Department       |                |  |
| Address Line 4:  | Washington, DISTRICT OF COLUMBIA 20006 |                |  |

CH \$240.00 10406574

**PATENT**

**500076116**

**REEL: 017125 FRAME: 0299**

ATTORNEY DOCKET NUMBER:

62808.000001

NAME OF SUBMITTER:

Victoria A. Silcott

Total Attachments: 5

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# RECORDATION FORM COVER SHEET PATENTS ONLY

**MAIL STOP ASSIGNMENT RECORDATION SERVICES**

Commissioner for Patents  
P.O. Box 1450  
Alexandria, VA 22313-1450

To the Director of the U.S. Patent and Trademark Office:  
Please record the attached document(s) or new address(es) below.

**1. Name of Conveying Party(ies):**

Adams Respiratory Therapeutics, Inc.

Execution Date: June 3, 2005

Additional name(s) of conveying party(ies) attached?

☐ Yes

☒ No

**2. Name and Address of Receiving Party(ies):**

Adams Merger Sub, Inc.  
1209 Orange Street  
Wilmington, DE 19801

Additional name(s) and address(es) attached?

☐ Yes

☒ No

**3. Nature of Conveyance:**

- ☐ Assignment      ☐ Change of Name      ☒ Merger  
☐ Security Agreement      ☐ Government Interest Assignment      ☐ Executive Order 9424, Confirmatory License  
☐ Other: \_\_\_\_\_

**4. Application or patent number(s):**

A. Patent Application No(s):

10/406,574

10/413,530

10/406,557

11/158,012

B. Patent No(s):

6,372,252

6,955,821

Others on additional sheet(s) attached?

☐ Yes

☒ No

**5. Name and address to whom correspondence concerning document should be mailed:**

Rodger L. Tate  
Intellectual Property Department  
Hunton & Williams LLP  
1900 K Street, N.W.  
Suite 1200  
Washington, DC 20006-1109  
(202) 955-1500 (telephone)  
(202) 778-2201 (facsimile)

**6. Total number of applications and patents involved:**

Application(s): 4  
 + Patent(s): 2  
 = Total: 6

**7. Total Fee (37 CFR 1.21(h) & 3.41) \$ 240.00**

- ☒ Authorized to be charged to Deposit Account  
☐ Enclosed  
☐ None required (government interest not affecting title)

**8. Payment Information**

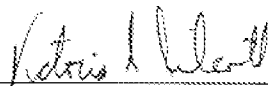
Deposit Account No.: 50-0206

- ☒ Charge any underpayment or credit any overpayment  
 to above Deposit Account

**9. Signature**

Victoria A. Silcott, Reg. No. 57,443

Name of Person Signing



Signature

February 6, 2006

Date

Total number of pages including cover sheet, attachments, and document:

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Roger Williams  
Secretary of State

## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

Adams Respiratory Therapeutics, Inc.  
Domestic Business Corporation  
[Filing Number: 146025700]

Into

Adams Merger Sub, Inc.  
Foreign Business Corporation  
DE, USA  
[Entity not of Record, Filing Number Not Available]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 06/03/2005

Effective: 06/03/2005



A handwritten signature of Roger Williams in black ink.

Roger Williams  
Secretary of State

ARTICLES OF MERGER  
MERGING  
ADAMS RESPIRATORY THERAPEUTICS, INC.  
(Parent Corporation)  
WITH AND INTO  
ADAMS MERGER SUB, INC.  
(Subsidiary Corporation)

FILED  
In the Office of the  
Secretary of State of Texas

JUN 03 2005

Corporations Section

Adams Respiratory Therapeutics, Inc., a corporation organized and existing under the laws of the State of Texas ("Parent Corporation"),

Does hereby certify:

FIRST: That Parent Corporation was incorporated on September 12, 1997 pursuant to the Texas Business Corporation Act.

SECOND: That Parent Corporation owns all of the issued and outstanding shares of the capital stock of Adams Merger Sub, Inc., a corporation incorporated on June 1, 2005 pursuant to the Delaware General Corporation Law ("Subsidiary Corporation").

THIRD: That Parent Corporation, by the following resolutions of its Board of Directors, duly adopted on May 31, 2005, determined to merge itself with and into said Subsidiary Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes the merger of the Corporation with and into Subsidiary and approves and adopts the Merger Agreement in substantially the form presented to the Board together with such changes, additions and deletions thereto as may be deemed advisable by the duly authorized officers of the Corporation, in their sole discretion, approval of which will be conclusively evidenced by the signature of such officer thereon;

FURTHER RESOLVED, that the Board hereby authorizes and directs that the Corporation submit the Merger Agreement to the shareholders of the Corporation for approval and hereby recommends that the shareholders of the Corporation approve and adopt such Merger Agreement.

FURTHER RESOLVED, that the duly authorized officers of the Corporation are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on

behalf of the Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions;

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed; and

FURTHER RESOLVED, that the Board of Directors hereby directs that these resolutions be included in the corporate records of the Corporation where such documents shall be permanently maintained.

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by Parent Corporation in accordance with the laws under which it is organized. That Parent Corporation has the following number of shares issued and outstanding: 12,271,333 shares of Series A Convertible Preferred Stock; 16,345,548 shares of Series B Convertible Preferred Stock; 13,814,937 shares of Series C Convertible Preferred Stock; and 17,644,094 shares of common stock. That not less than the minimum number of votes that would be required to take action at a meeting at which all the holders of shares of capital stock of Parent Corporation entitled to vote were present and voted to approve the proposed merger.

FIFTH: That the address of the Subsidiary Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.

SIXTH: That the Subsidiary Corporation appoints the Secretary of State of Texas as its agent for service of process to enforce an obligation or the rights of dissenting shareholders of Parent Corporation and that the Subsidiary Corporation will promptly pay to any dissenting shareholders of Parent Corporation the amount to which such dissenting shareholders are entitled under Article 5.12 of the Texas Business Corporation Act.

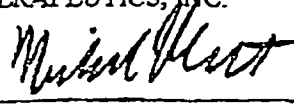
SEVENTH: The plan of merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation or other entity that is a party to the merger was incorporated or organized and by its constituent documents.

EIGHTH: These Articles of Merger and the merger contemplated hereby will be effective when the merger is effective with the Secretary of State of the State of Delaware.

*(Signature on the Following Page)*

IN WITNESS WHEREOF, Adams Respiratory Therapeutics, Inc. has caused these Articles of Merger to be executed by its duly authorized officer this 1 day of June, 2005.

ADAMS RESPIRATORY  
THERAPEUTICS, INC.

By:   
Name: Michael J. Valentino  
Title: Chief Executive Officer and President