

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/27/2006

CONVEYING PARTY DATA

Name	Execution Date
Proteon Therapeutics LLC	03/27/2006

RECEIVING PARTY DATA

Name:	Proteon Therapeutics, Inc.
Street Address:	4420 Madison Avenue, Suite 180
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64111

PROPERTY NUMBERS Total: 3

Property Type	Number
Application Number:	10603501
Application Number:	11454405
Application Number:	11454554

CORRESPONDENCE DATA

Fax Number: (212)859-4000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 859-8973
 Email: rabinst@ffhsj.com
 Correspondent Name: Fried, Frank, Harris, Shriver & Jacobson
 Address Line 1: One New York Plaza
 Address Line 2: Attn: Stephen S. Rabinowitz
 Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	31110-3
NAME OF SUBMITTER:	Stephen S. Rabinowitz

CH \$120.00 10603501

Total Attachments: 2
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source=Merger#page2.tif

Delaware

PAGE 1

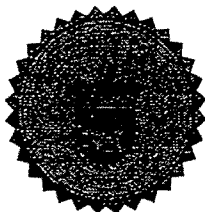
The First State

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 MERGER, WHICH MERGES:

"PROTEON THERAPEUTICS, L.L.C.", A MISSOURI LIMITED LIABILITY COMPANY,

WITH AND INTO "PROTEON THERAPEUTICS, INC." UNDER THE NAME OF "PROTEON THERAPEUTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2006, AT 3:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4131584 8100M

060288279

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4622658

DATE: 03-27-06

PATENT
REEL: 018311 FRAME: 0430

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:35 PM 03/27/2006
FILED 03:30 PM 03/27/2006
SRV 060288279 - 4131584 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Proteon Therapeutics, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Proteon Therapeutics, L.L.C., a Missouri Limited Liability Company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Proteon Therapeutics, Inc.

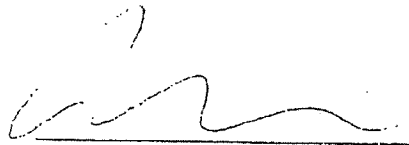
FOURTH: The merger is to become effective on the filing of this Certificate of Merger.

FIFTH: The Agreement and Plan of Merger is on file at Proteon Therapeutics, Inc., 4420 Madison Avenue, Suite 180, Kansas City, MO 64111, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by an authorized officer, the 27th day of March, 2006.



F. Nicholas Franano, M.D., M.A.
Chief Executive Officer

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