### PATENT ASSIGNMENT

#### Electronic Version v1.1
Stylesheet Version v1.1

<table>
<thead>
<tr>
<th>SUBMISSION TYPE:</th>
<th>NEW ASSIGNMENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>NATURE OF CONVEYANCE:</td>
<td>CHANGE OF NAME</td>
</tr>
</tbody>
</table>

#### CONVEYING PARTY DATA

<table>
<thead>
<tr>
<th>Name</th>
<th>Execution Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>MacroMed, Inc.</td>
<td>01/04/2007</td>
</tr>
</tbody>
</table>

#### RECEIVING PARTY DATA

<table>
<thead>
<tr>
<th>Name:</th>
<th>Protherics Salt Lake City, Inc.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Street Address:</td>
<td>2417 South 3850 West</td>
</tr>
<tr>
<td>Internal Address:</td>
<td>Suite 150</td>
</tr>
<tr>
<td>City:</td>
<td>West Valley City</td>
</tr>
<tr>
<td>State/Country:</td>
<td>UTAH</td>
</tr>
<tr>
<td>Postal Code:</td>
<td>84120</td>
</tr>
</tbody>
</table>

#### PROPERTY NUMBERS Total: 22

<table>
<thead>
<tr>
<th>Property Type</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Patent Number</td>
<td>5484610</td>
</tr>
<tr>
<td>Patent Number</td>
<td>5665428</td>
</tr>
<tr>
<td>Patent Number</td>
<td>5702717</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6004573</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6046305</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6117949</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6201072</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6287588</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6537584</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6589549</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6592899</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6730327</td>
</tr>
<tr>
<td>Patent Number</td>
<td>6998137</td>
</tr>
<tr>
<td>Patent Number</td>
<td>7018645</td>
</tr>
<tr>
<td>Application Number:</td>
<td>09971074</td>
</tr>
<tr>
<td>---------------------</td>
<td>----------</td>
</tr>
<tr>
<td>Application Number:</td>
<td>10167768</td>
</tr>
<tr>
<td>Application Number:</td>
<td>10172805</td>
</tr>
<tr>
<td>Application Number:</td>
<td>10186462</td>
</tr>
<tr>
<td>Application Number:</td>
<td>10734740</td>
</tr>
<tr>
<td>Patent Number:</td>
<td>7135190</td>
</tr>
<tr>
<td>Application Number:</td>
<td>10919603</td>
</tr>
<tr>
<td>Application Number:</td>
<td>11386156</td>
</tr>
</tbody>
</table>

**CORRESPONDENCE DATA**

Fax Number: (615)244-6804  
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 615-850-8874
Email: jfmcnoughton@wallerlaw.com
Correspondent Name: Justin F. McNaughton
Address Line 1: 511 Union Street
Address Line 2: Suite 2700
Address Line 4: Nashville, TENNESSEE 37219

**ATTORNEY DOCKET NUMBER:** 007386.65500 - MERGER

**NAME OF SUBMITTER:** Justin F. McNaughton

Total Attachments: 9  
source=Protherics - Utah Secretary of State Filing - Name Change1#page1.tif  
source=Protherics - Utah Secretary of State Filing - Name Change1#page2.tif  
source=Protherics - Utah Secretary of State Filing - Name Change1#page3.tif  
source=Protherics - Utah Secretary of State Filing - Name Change1#page4.tif  
source=Protherics - Utah Secretary of State Filing - Name Change1#page5.tif  
source=Protherics - Utah Secretary of State Filing - Name Change1#page6.tif  
source=Protherics - Utah Secretary of State Filing - Name Change1#page7.tif  
source=Protherics - Utah Secretary of State Filing - Name Change1#page8.tif  
source=Protherics - Utah Secretary of State Filing - Name Change1#page9.tif
State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code

Merger

Articles of Merger / Share Exchange

MacroMed Acquisition Corp., a Utah corporation

the non-surviving corporation

Into

MacroMed, Inc., a Utah corporation

the surviving corporation

Section 1

The name of the corporation surviving the merger is: Protherics Salt Lake City, Inc.

Section 2

A. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Utah Revised Business Corporation Act incorporated on January 19, 1989.

B. The surviving corporation is a foreign corporation incorporated under the laws of the State of and qualified not qualified to do business in Utah.

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 2:00 a.m. on January 4, 2007.

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:

MacroMed Acquisition Corp.

State of Domestic: Utah

Date of Incorporation / Qualification in Utah: November 21, 2006

Name of Corporation

State of Domestic

Date of Incorporation / Qualification in Utah

Name of Corporation

State of Domestic

Date of Incorporation / Qualification in Utah

Name of Corporation

State of Domestic

Date of Incorporation / Qualification in Utah

Name of Corporation

State of Domestic

Date of Incorporation / Qualification in Utah

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.

Date: 01/03/2007
Receipt Number: 1992351
Amount Paid: $37,80
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 designations (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.

<table>
<thead>
<tr>
<th>Designation of each voting group (i.e. preferred and common)</th>
<th>TOTAL</th>
<th>A</th>
<th>B</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of outstanding shares</td>
<td>7,552,726</td>
<td>6,872,726</td>
<td>680,000</td>
</tr>
<tr>
<td>Number of votes entitled to be cast</td>
<td>8,398,721</td>
<td>6,872,726</td>
<td>1,525,995</td>
</tr>
<tr>
<td>Number of votes represented at meeting</td>
<td>5,860,500</td>
<td>4,524,505</td>
<td>1,525,995</td>
</tr>
<tr>
<td>Shares voted in favor</td>
<td>5,860,500</td>
<td>4,524,505</td>
<td>1,525,995</td>
</tr>
<tr>
<td>Shares voted against</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

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 designations (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 December 6, 2006 and signed by all shareholders entitled to vote.

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

<table>
<thead>
<tr>
<th>Designation of each voting group (i.e. preferred and common)</th>
<th>TOTAL</th>
<th>A</th>
<th>B</th>
<th>C</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of outstanding shares</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Number of votes entitled to be cast</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Number of votes represented at meeting</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shares voted in favor</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shares voted against</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

In Witness Whereof, the undersigned being the President of the surviving corporation executes these Articles of Merger/ Share Exchange and verities, subject to penalties of perjury that the statements contained herein are true, this __ day of January, 2006.

Signature

Seul Kim
Printed Name

Mail In: P.O. Box 146705
Salt Lake City, Utah 84114-6705
Walk In: 160 East 300 South, Main Floor
Corporation's Information Center: (801) 339-4849
Toll Free Numbers: (877) 526-3994 (Utah Residents)
Fax: (801) 530-6438
Web Site: http://www.commerce.utah.gov
PLAN OF MERGER

Pursuant to the provisions of the Utah Revised Business Corporation Act (the "URBCA"), MacroMed Acquisition Corp., a Utah corporation (the "Merger Sub"), and MacroMed, Inc., a Utah corporation ("Company") hereby adopt this Plan of Merger. Unless otherwise defined, any capitalized terms used herein shall be as defined in that certain Agreement and Plan of Merger and Reorganization, dated as of December 7, 2006, by and among Protherics PLC ("PTI"), a public limited company incorporated under the laws of England and Wales and the sole shareholder of Merger Sub, Merger Sub and Company (the "Merger Agreement").

1. Pursuant to the Merger Agreement, Merger Sub and Company shall be merged with and into a single corporation (the "Merger"), with Company being the surviving corporation, at the effective time and date of the Merger (the "Effective Time"). Company shall continue to exist under the name Protherics Salt Lake City, Inc. (the "Surviving Corporation") pursuant to the provisions of the laws of the URBCA. The separate existence of Merger Sub shall cease at the Effective Time in accordance with the provisions of the URBCA.

2. The articles of incorporation in the form attached hereto as Exhibit A shall be the articles of incorporation of the Surviving Corporation immediately following the Effective Time, until amended in accordance with such articles of incorporation and the URBCA.

3. The bylaws of Merger Sub in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation immediately following the Effective Time, until amended in accordance with such bylaws, the articles of incorporation and the URBCA.

4. The director of Merger Sub immediately prior to the Effective Time shall be the director of the Surviving Corporation immediately following the Effective Time, to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation until his death, resignation or removal or until his successor is duly elected and qualified. The directors of the Surviving Corporation immediately prior to the Effective Time shall tender their resignations as directors of Company, effective as of the Effective Time. The name and address of the director of Merger Sub is Barrington M. Riley, The Heath Business and Technical Park, Runcorn, Cheshire WA7 4QX, United Kingdom.

5. The officers of the Surviving Corporation immediately prior to the Effective Time shall tender their resignations effective as of the Effective Time to the Company and Saul Komisar and Richard Wilkinson shall be appointed as the President and the Treasurer/Secretary, respectively, of the Surviving Corporation immediately following the Effective Time, to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation until successors are duly elected or appointed and qualified. The business addresses of the officers of the Surviving Corporation are:

Saul Komisar
5214 Maryland Way, Suite 405
Brentwood, TN 37027

Richard Wilkinson
The Heath Business and Technical Park
Runcorn, Cheshire WA7 4QX
United Kingdom

6. At the Effective Time, by virtue of the Merger and without any action on the part of any of the parties hereto or any holder of any securities of Company or Merger Sub:
(a) **Securities of Merger Sub.** The issued and outstanding securities of Merger Sub shall remain issued, outstanding and unchanged as validly issued, fully paid and non-assessable securities of the Surviving Corporation.

(b) **Cancellation of Treasury Stock.** Each share, if any, of Company Common Stock or Company Preferred Stock issued and outstanding immediately prior to the Effective Time that is owned by Company shall automatically be cancelled and shall cease to exist, and no consideration shall be delivered or deliverable in exchange therefor.

(c) **Conversion of Company Preferred Stock.** Shares of Company Preferred Stock issued and outstanding immediately prior to the Effective Time shall be converted into and be exchangeable for the right to receive a number of fully paid and non-assessable PTI Ordinary Shares as determined pursuant to the Preferred Exchange Rate. The "Preferred Exchange Rate" shall mean, with respect to each share of Company Preferred Stock to be converted under the Merger Agreement, the number of PTI Ordinary Shares, rounded to the nearest whole share, obtained by dividing $12.50 by the Transaction Price; provided that the maximum number of PTI Ordinary Shares into which a Shareholders' Company Preferred Stock may be converted shall not exceed the number of PTI Ordinary Shares equal to the product of (a) the Purchase Price divided by the Transaction Price, multiplied by (b) a fraction, the numerator of which is the number of shares of Company Preferred Stock held by such Shareholder at the Effective time, and the denominator of which is the total number of shares of Company Preferred Stock outstanding at the Effective Time. The number of PTI Ordinary Shares to be issued to each holder of Company Preferred Stock hereunder shall be reduced by such holder's pro rata share (on an as-converted basis) of the Holdback Shares to be withheld pursuant to Section 3.5 of the Merger Agreement.

(d) **Conversion of Company Common Stock.** Shares of Company Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into and be exchangeable for the right to receive a number of fully paid and non-assessable PTI Ordinary Shares as determined pursuant to the Common Exchange Rate. The number of PTI Ordinary Shares to be issued to each holder of Company Common Stock hereunder shall be reduced by such holder's pro rata share of the Holdback Shares to be withheld pursuant to Section 3.5 of the Merger Agreement.

For purposes of this Plan of Merger, the following terms shall have the following meanings:

"Transaction Price" means the theoretical ex-placing price of a PTI Ordinary Share, calculated using the following formula:

\[
\frac{(A \times B) + (C \times D)}{B + C}
\]

where:

- **A** = the average closing offer price of a PTI Ordinary Share as shown on the Official Daily List of the London Stock Exchange for the twenty (20) trading days immediately preceding PTI's announcement of the Equity Fundraising;

- **B** = the number of PTI Ordinary Shares issued and outstanding immediately prior to the announcement of the Equity Fundraising;

- **C** = the number of new PTI Ordinary Shares to be issued in the Equity Fundraising; and
D = the price per share at which PTI Ordinary Shares are issued to purchasers in the Equity Fundraising.

The Transaction Price as used herein shall be converted to U.S. dollars using the currency exchange rate published in the Financial Times at the close of the business day immediately preceding the announcement to the public of the parties' execution of the Merger Agreement.

"Purchase Price" means $25,000,000, less (i) the Break Fee and (ii) Company's unpaid Expenses related to the Merger to the extent that such unpaid Expenses exceed $350,000.

"Break Fee" means an amount equal to the aggregate amount of funds advanced by PTI to Company prior to the Closing of the Merger.

"Expenses" includes all out-of-pocket expenses (including, without limitation, all fees and expenses of counsel, accountants, investment bankers, brokers, finders, experts and consultants to a party hereto and its affiliates, including, but not limited to, fees and expenses of BMO Capital Markets Corp. (formerly Harris Nesbitt Corp.) incurred by a party or on its behalf in connection with, or related to, the authorization, preparation, negotiation, execution and performance of this Agreement and the transactions contemplated hereby, including the preparation, filing, printing and mailing of the solicitation of shareholder consents and all other matters related to the transactions contemplated by the Merger Agreement.
Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)826-3994 Utah Residents
Fax: (801) 530-6438
Web Site: http://www.commerce.utah.gov

Registration Number: 6397667-0142
Business Name: MACROMED ACQUISITION CORP
Registered Date: NOVEMBER 21, 2006

December 6, 2006

CERTIFIED COPY OF
ARTICLES OF INCORPORATION

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF INCORPORATION OF

MACROMED ACQUISITION CORP

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.

[Signature]
Kathy Berg
Director
Division of Corporations and Commercial Code
ARTICLES OF INCORPORATION

OF

MACROMED ACQUISITION CORP.

The undersigned, being a natural person of the age at least eighteen years old, acting as an incorporator in adopting the following Articles of Incorporation for the purpose of incorporating a business corporation (hereinafter referred to as "Corporation"), pursuant to the provisions of the Utah Revised Business Corporation Act.

Article 1: The corporate name of the corporation is MacroMed Acquisition Corp.

Article 2: The purpose or purposes for which the corporation is organized is to engage in any lawful business for which a corporation may be organized pursuant to the Utah Revised Business Corporation Act.

Article 3: The number of shares the corporation is authorized to issue is one hundred (100), all of which are of a par value of $0.01 each and classified as Common shares.

Article 4: The name and the address of the incorporator is:

NAME

ADDRESS

Caroline E. Strickland, Esq.
511 Union Street, Suite 2700
Nashville, TN 37219

Article 5: The street address of the corporation's initial registered office in the State of Utah is 136 E. South Temple, Suite 2100, Salt Lake City, Utah 84111; and the name of its initial registered agent at such address is CT Corporation System. The registered agent's signature acknowledging acceptance of the appointment of registered agent is set forth in the last Article of these Articles of Incorporation.

Article 6: The period of duration is perpetual.

Article 7: The corporation shall, to the fullest extent legally permissible under the provisions of the Utah Revised Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director on
officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Article 8: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Utah Business Corporation Act, as the same may be supplemented and amended.

Article 9: The aforesaid registered agent hereby acknowledges acceptance of its appointment as registered agent of the corporation.

[Signature]
CT Corporation System
Ms. Kim Miyake
Special Assistant Secretary

Dated on this 20th day of November, 2006.

[Signature]
Caroline E. Strickland, Incorporator