

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/19/2004
CONVEYING PARTY DATA	
Name	Execution Date
Atrix Laboratories, Inc.	11/19/2004
RECEIVING PARTY DATA	
Name:	QLT USA, INC.
Street Address:	2579 Midpoint Drive
City:	Fort Collins
State/Country:	COLORADO
Postal Code:	80525
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5368859
CORRESPONDENCE DATA	
Fax Number:	(303)866-0200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(303) 861-7000
Email:	samantha.sturgis@hro.com
Correspondent Name:	Samantha Sturgis
Address Line 1:	Holme Roberts & Owen LLP
Address Line 2:	1700 Lincoln Street, Suite 4100
Address Line 4:	Denver, COLORADO 80203
ATTORNEY DOCKET NUMBER:	51460-00010
NAME OF SUBMITTER:	Samantha A. Sturgis
Total Attachments: 5	
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# Delaware

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*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:

"ATRIX LABORATORIES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ASPEN ACQUISITION II CORP." UNDER THE NAME OF  
"QLT USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE  
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE NINETEENTH DAY OF NOVEMBER, A.D. 2004, AT 5:35  
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE BEEN PAID TO DATE.



2098429 8100M

061125509

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5261712

DATE: 12-08-06

PATENT  
REEL: 018847 FRAME: 0286

# 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:

"ASPEN ACQUISITION CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "ATRIX LABORATORIES, INC." UNDER THE NAME OF  
"ATRIX LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE NINETEENTH DAY OF NOVEMBER, A.D. 2004, AT  
5:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE BEEN PAID TO DATE.



2098429 8100M  
061125509

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5261713

DATE: 12-08-06

PATENT  
REEL: 018847 FRAME: 0287

**CERTIFICATE OF MERGER**

**OF**

**ATRIX LABORATORIES, INC.**

**INTO**

**ASPEN ACQUISITION II CORP.**

The undersigned corporations, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DO HEREBY CERTIFY:**

**FIRST:** That the names and state of incorporation of each of the constituent corporations to the merger (the "Merger") are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Atrix Laboratories, Inc.	Delaware
Aspen Acquisition II Corp.	Delaware

**SECOND:** That an Agreement and Plan of Merger, dated as of November 19, 2004 (the "Merger Agreement"), by and between Aspen Acquisition II Corp., a Delaware corporation, and Atrix Laboratories, Inc., a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation for the merger is Aspen Acquisition II Corp., a Delaware corporation.

**FOURTH:** That the Certificate of Incorporation of Aspen Acquisition II Corp. as in effect immediately prior to the Merger shall be the Certificate of Incorporation of the surviving corporation, except that Section 1 thereof shall be amended to read as follows: "The name of the corporation is QLT USA, Inc."

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 2579 Midpoint Drive, Fort Collins, CO, 80525.

**SIXTH:** That an executed copy of the Merger Agreement will be furnished on request and without cost to any stockholder of Aspen Acquisition II Corp. or Atrix Laboratories, Inc.

**SEVENTH:** That the Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

(signature page follows)

IN WITNESS WHEREOF, the undersigned, for the purposes of effectuating the Merger of the constituent corporations, have caused this Certificate of Merger to be duly executed.

Dated: November 19, 2004

Atrix Laboratories, Inc.

By: /s/ Michael Duncan  
Name: Michael Duncan  
Title: President

Aspen Acquisition II Corp.

By: /s/ Michael Duncan  
Name: Michael Duncan  
Title: President