

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/05/2007

**CONVEYING PARTY DATA**

Name	Execution Date
Via Pharmaceuticals, Inc.	06/05/2007

**RECEIVING PARTY DATA**

Name:	Corautus Genetics, Inc.
Street Address:	750 Battery St. Suite 330
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111

**PROPERTY NUMBERS Total: 4**

Property Type	Number
Application Number:	11499924
PCT Number:	WO0298865
PCT Number:	WO0421258
PCT Number:	WO0563723

**CORRESPONDENCE DATA**

Fax Number: (312)993-9767  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (312) 876-7700  
 Email: thomas.buettner@lw.com  
 Correspondent Name: Thomas J. Buettner  
 Address Line 1: Latham & Watkins LLP  
 Address Line 2: 233 S. Wacker Drive  
 Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	042366-0000
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**OP \$160.00 11499924**

NAME OF SUBMITTER:

Thomas J. Buettner

**Total Attachments: 4**

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# Delaware

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*The First State*

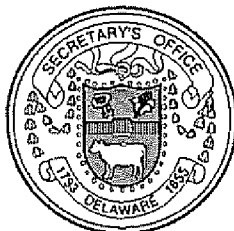
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VIA PHARMACEUTICALS, INC.", A DELAWARE CORPORATION, WITH AND INTO "CORAUTUS GENETICS INC." UNDER THE NAME OF "CORAUTUS GENETICS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JUNE, A.D. 2007, AT 1:49 O'CLOCK P.M.

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

2521294 8100M

070673860



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5730906

DATE: 06-05-07

PATENT  
REEL: 019543 FRAME: 0753

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:49 PM 06/05/2007  
FILED 01:49 PM 06/05/2007  
SRV 070673860 - 2521294 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**VIA PHARMACEUTICALS, INC.**

**WITH AND INTO**

**CORAUTUS GENETICS INC.**

Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

Corautus Genetics Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Parent-Subsidiary Merger") of VIA Pharmaceuticals, Inc., a Delaware corporation ("Old VIA"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

**FIRST:** The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"). Old VIA is incorporated pursuant to the General Corporation Law.

**SECOND:** The Corporation owns all of the outstanding shares of the sole class of capital stock of Old VIA.

**THIRD:** The Board of Directors of the Corporation (the "Board"), by the following resolutions duly adopted on June 5, 2007, determined to merge Old VIA with and into the Corporation pursuant to Section 253 of the General Corporation Law:

**WHEREAS**, on June 5, 2007, the Corporation completed its business combination with Old VIA in accordance with the terms of the Agreement and Plan of Merger and Reorganization, dated as of February 7, 2007 (the "Merger Agreement"), by and among the Corporation, Old VIA and Resurgens Merger Corp., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Merger Sub"), pursuant to which Old VIA merged (the "Corautus-VIA Merger") with and into Merger Sub and Old VIA continued as the surviving corporation and a wholly-owned subsidiary of the Corporation;

**WHEREAS**, the Corporation owns all of the outstanding shares of the sole class of capital stock of Old VIA; and

**WHEREAS**, the Board deems it advisable that Old VIA be merged with and into the Corporation pursuant to Section 253 of

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the General Corporation Law, whereby the Corporation shall continue as the surviving corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Parent-Subsidiary Merger be, and it is hereby, authorized, approved and adopted for all purposes and in all respects;

**RESOLVED FURTHER**, that the Agreement and Plan of Merger between the Corporation and Old VIA, in the form attached as Exhibit A (the "Parent-Subsidiary Merger Agreement"), be, and it is hereby, authorized, approved and adopted for all purposes and in all respects;

**RESOLVED FURTHER**, that the form, terms and provisions of the Parent-Subsidiary Merger Agreement, and the transactions contemplated thereby, be, and hereby are, authorized and approved in all respects, and the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver the Parent-Subsidiary Merger Agreement for and on behalf of the Corporation; and

**RESOLVED FURTHER**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Corporation, all such certificates (including a certificate of ownership and merger pursuant to Section 253 of the General Corporation Law), instruments, agreements, affidavits or other documents, and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements or documents.

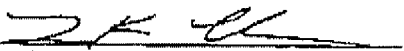
**FOURTH:** The Corporation shall be the surviving corporation of the Parent-Subsidiary Merger.

**FIFTH:** The certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Parent-Subsidiary Merger shall be the certificate of incorporation of the surviving corporation.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 5<sup>th</sup> day of June, 2007.

CORAUTUS GENETICS INC.

By:   
Name: Lawrence K. Cohen  
Office: President & Chief Executive Officer