

RECORDATION FORM COVER SHEET
PATENTS ONLY

Atty Ref/Docket No.: 1195.310US1

Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Atrix Laboratories, Inc.

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

☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement ☐ Change of Name☐ OtherExecution Date: November 19, 2004

2. Name and address of receiving party(ies):

Name: QLT USA, INC.

Street Address: 2579 Midpoint Drive

City: Fort Collins State: CO Zip: 80525-4417Additional name(s) & address(es) attached? ☐ Yes
☒ No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

Serial No.: 10/391,480 Date Filed: March 17, 2003

Serial No.: 11/099,919 Date Filed: April 6, 2005

Serial No.: 12/140,519 Date Filed: June 17, 2008

B. Patent No.(s)

6,907,679

Additional numbers attached? ☐ Yes ☒ No

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

Name: Gary J. Speier

Address:

Schwegman, Lundberg & Woessner, P.A.

P.O. Box 2938

Minneapolis, MN 55402-0938

6. Total number of applications and patents involved: 17. Total fee (37 CFR 3.41): \$ 120.00☐ Enclosed☒ Authorized to be charged to deposit account
19-0743

8. Please charge any additional fees or credit any over payments to our Deposit Account No.: 19-0743

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gary J. Speier/Reg. No. 45,458

Name of Person Signing

Signature

Date

Total number of pages including cover sheet: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Mail Stop Assignment Recordation Services
P.O. Box 1450
Alexandria, VA 22313-1450

PATENT

REEL: 021212 FRAME: 0072

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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:

"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.

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



3812699 8100M

040838996

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3494109

DATE: 11-22-04

PATENT
REEL: 021212 FRAME: 0073

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:34 PM 11/19/2004
FILED 05:35 PM 11/19/2004
SRV 040838996 - 3812699 FILE

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.

SV432787.3

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