

# PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
Valeritas LLC	12/27/2007
<b>RECEIVING PARTY DATA</b>	
Name:	Valeritas, Inc.
Street Address:	9 Campus Drive
Internal Address:	2nd Floor East
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Application Number:	12414330
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(781)622-5933
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	781-622-5930
Email:	patentadmin@mbbp.com
Correspondent Name:	Lisa M. Treannie, Esq.
Address Line 1:	Morse, Barnes-Brown & Pendleton, P.C.
Address Line 2:	1601 Trapelo Road, Suite 205
Address Line 4:	Waltham, MASSACHUSETTS 02451
ATTORNEY DOCKET NUMBER:	VALT-037-102
NAME OF SUBMITTER:	Lisa M. Treannie
<p>Total Attachments: 9</p> <p>source=LLC_to_Inc#page1.tif</p> <p>source=LLC_to_Inc#page2.tif</p>	

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**PATENT**  
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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "VALERITAS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "VALERITAS LLC" TO "VALERITAS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2007, AT 10:06 O'CLOCK A.M.

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



4199382 8100V

071364041

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6265675

DATE: 12-27-07

PATENT  
REEL: 024430 FRAME: 0099

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:06 AM 12/27/2007  
FILED 10:06 AM 12/27/2007  
SRV 071364041 - 4199382 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY  
TO A CORPORATION  
OF  
VALERITAS LLC  
TO  
VALERITAS, INC.

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*Pursuant to Section 265 of the Delaware General Corporation Law*

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This Certificate of Conversion from a Limited Liability Company (the "Certificate") has been duly executed and is being filed by Valeritas LLC, a Delaware limited liability company (the "Company"), to convert the Company to a corporation incorporated under the laws of the State of Delaware known as Valeritas, Inc. (the "Corporation"):

1. The jurisdiction where the Company first formed is the State of Delaware.
2. The jurisdiction of the Company immediately prior to filing this Certificate is the State of Delaware.
3. The date the Company first formed is August 2, 2006.
4. The name of the Company immediately prior to filing this Certificate is Valeritas LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Valeritas, Inc.
6. The effective date of the Certificate shall be December 27, 2007.

IN WITNESS WHEREOF, the undersigned being the duly authorized person to sign on behalf of the converting Company has executed this Certificate on the 26th day of December, 2007.

VALERITAS LLC

By: /s/ Robert Gonnelli

Name: Robert Gonnelli

Title: Manager

# Delaware

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*The First State*

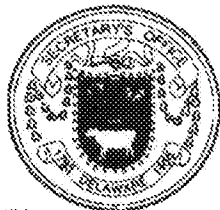
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "VALERITAS, INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2007, AT 10:06 O'CLOCK A.M.

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

4199382 8100V

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6265675

DATE: 12-27-07

PATENT  
REEL: 024430 FRAME: 0102

CERTIFICATE OF INCORPORATION

OF

VALERITAS, INC.

FIRST: The name of the Corporation is Valeritas, Inc. (the "Corporation").

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have the authority to issue is Twenty Five Million (25,000,000) shares, consisting solely of Common Stock, \$.00001 par value per share (the "Common Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of the Common Stock of the Corporation.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend or other rights of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential or other rights of any then outstanding Preferred Stock of any series.

FIFTH: The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robert Gonnelli	c/o Valeritas, Inc. 9 Campus Drive East, 2nd Floor East Parsippany, NJ 07054

SIXTH: The corporation shall have perpetual existence.

SEVENTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. Election of directors need not be by written ballot.
2. The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

EIGHTH: Except to the extent that the General Corporation Law of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

NINTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom.

As a condition precedent to an Indemnitee's right to be indemnified, the Indemnitee must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such Indemnitee for which indemnity will or could be sought. With respect to any action, suit, proceeding or investigation of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnitee.

In the event that the Corporation does not assume the defense of any action, suit, proceeding or investigation of which the Corporation receives notice under this Article, the Corporation shall pay in advance of the final disposition of such matter any expenses (including attorneys' fees) incurred by an Indemnitee in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom; provided, however, that the payment of such expenses incurred by an Indemnitee in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article, which undertaking shall be accepted without reference to the financial ability of the Indemnitee to make such repayment; and further provided that no such advancement of expenses shall be made under this Article if it is determined that (i) the Indemnitee did not act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, or (ii) with respect to any criminal action or proceeding, the Indemnitee had reasonable cause to believe his conduct was unlawful.

The Corporation shall not indemnify an Indemnitee pursuant to this Article in connection with a proceeding (or part thereof) initiated by such Indemnitee unless the initiation thereof was approved by the Board of Directors of the Corporation. In addition, the Corporation shall not indemnify an Indemnitee to the extent such Indemnitee is reimbursed from the proceeds of insurance, and in the event the Corporation makes any indemnification payments to an Indemnitee and such Indemnitee is subsequently reimbursed from the proceeds of insurance, such Indemnitee shall promptly refund such indemnification payments to the Corporation to the extent of such insurance reimbursement.

All determinations hereunder as to the entitlement of an Indemnitee to indemnification or advancement of expenses shall be made in each instance (a) by a majority vote of the directors of the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question ("disinterested directors"), whether or not a quorum, (b) by a committee of disinterested directors designated by majority vote of disinterested directors, whether or not a quorum, (c) if there are no disinterested directors, or if the disinterested directors so direct, by independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the Corporation) in a written opinion, or (d) by the stockholders of the Corporation.

The rights provided in this Article (i) shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of the Indemnitees. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: The effective date of this Certificate of Incorporation shall be December 27, 2007.

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IN WITNESS WHEREOF, the undersigned sole incorporator has executed this Certificate of Incorporation on the 26th day of December, 2007.

/s/ Robert Gonnelli  
Robert Gonnelli, Sole Incorporator