

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
ForSight Newco II, Inc.	10/18/2007
RECEIVING PARTY DATA	
Name:	QLT PLUG DELIVERY, INC.
Street Address:	The Corporation Trust Company
Internal Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13081865
CORRESPONDENCE DATA	
Fax Number:	(703)770-7901
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	703-770-7900
Email:	jennifer.sallee@pillsburylaw.com
Correspondent Name:	PILLSBURY WINTHROP SHAW PITTMAN LLP
Address Line 1:	P.O. Box 10500
Address Line 4:	McLean, VIRGINIA 22102
ATTORNEY DOCKET NUMBER:	073044-0393029
NAME OF SUBMITTER:	Jennifer E. Sallee

Total Attachments: 25
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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "QLT PLUG DELIVERY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTEENTH DAY OF NOVEMBER, A.D. 2006, AT 1:07 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FOURTEENTH DAY OF DECEMBER, A.D. 2006, AT 12:52 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF OCTOBER, A.D. 2007, AT 6:34 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FORSIGHT NEWCO II, INC." TO "QLT PLUG DELIVERY, INC.", FILED THE EIGHTEENTH DAY OF OCTOBER, A.D. 2007, AT 6:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "QLT PLUG DELIVERY, INC."



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6337828

DATE: 01-25-08

PATENT
REEL: 026200 FRAME: 0552

**CERTIFICATE OF INCORPORATION
OF
FORSIGHT NEWCO II, INC.**

1. The name of this corporation is ForSight Newco II, Inc.
2. The address of the corporation's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock the corporation shall have authority to issue is Ten Million (10,000,000), with a par value of \$0.001 per share.
5. The name and mailing address of the incorporator are as follows:

Hanson S. Gifford III
199 Jefferson Drive
Menlo Park, CA 94025

6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the corporation.

7. The election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

8. **Limitation of Director's Liability and Indemnification of Directors and Officers**

A. Limitation of Director's Liability. To the fullest extent permitted by the General Corporation Law of Delaware as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Section 8, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Section 8, shall eliminate or reduce the effect of this Section 8 in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section 8, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

B. Indemnification of Directors and Officers. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of, and advancement of expenses to, directors, officers, employees, other agents of the corporation and any other persons in

each and every situation where, under the General Corporation Law of Delaware, the corporation is permitted or empowered to make such indemnification.

C. Repeal or Modification. Any repeal or modification of this Section 8, by amendment of such section or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent of the corporation existing at the time of, or increase the liability of any such person with respect to any acts or omissions in their capacity as a director, officer, employee, or other agent of the corporation occurring prior to, such repeal or modification.

I, the undersigned, as the sole incorporator of the corporation, hereby declare and certify that this Certificate of Incorporation is my act and deed and that the facts stated in this Certificate of Incorporation are true.

Dated: November 16, 2006

/s/ Hanson S. Gifford III

Hanson S. Gifford III

Incorporator

FORSIGHT NEWCO II, INC.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

ForSight Newco II, Inc., a corporation organized and existing under the laws of Delaware (the "**Corporation**"), certifies that:

A. The Corporation's name is ForSight Newco II, Inc. The Corporation's original Certificate of Incorporation (the "**Existing Certificate**") was filed with the Delaware Secretary of State on November 16, 2006.

B. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Section 242 and Section 245 of the Delaware General Corporation Law, and restates, integrates and further amends the provisions of the Existing Certificate.

C. The text of the Existing Certificate is amended and restated to read as set forth in **EXHIBIT A**.

ForSight Newco II, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Hanson S. Gifford III, a duly authorized officer of the Corporation, on December 14, 2006.

/s/ Hanson S. Gifford III
Hanson S. Gifford III
President

EXHIBIT A

ARTICLE I

The Corporation's name is ForSight Newco II, Inc.

ARTICLE II

The Corporation's purpose is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE III

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The registered agent's name at such address is The Corporation Trust Company.

ARTICLE IV

The Corporation has the authority to issue 19,200,000 shares of stock, consisting of 13,000,000 shares of Common Stock, par value \$0.001 per share, and 6,200,000 shares of Preferred Stock, par value \$0.001 per share, all of which are designated "Series A Preferred Stock."

ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. **Definitions.** For purposes of this Article V, the following definitions apply:

(a) "**Anti-Dilution Rights**" means the Series A Conversion Price adjustment rights granted to a holder of Series A Preferred Stock with respect to the shares of Series A Preferred Stock held by such holder at the time of such adjustment pursuant to Section 4(d)(iv) of this Article V.

(b) "**Conversion Price**" means, with respect to the Preferred Stock, \$1.00 per share (subject to adjustment from time to time in connection with Anti-Dilution Rights, for Recapitalizations, and as otherwise set forth in this Certificate).

(c) "**Certificate**" means this Amended and Restated Certificate of Incorporation.

(d) "**Corporation**" means ForSight Newco II, Inc.

(e) “**Convertible Securities**” means any representations of indebtedness, shares, or other securities convertible into or exchangeable for Common Stock, but excluding Options and excluding shares of Preferred Stock.

(f) “**Distribution**” means the Corporation’s transfer of cash or other property without consideration, whether by way of dividend, exchange, reclassification, cancellation, or otherwise, payable other than in Common Stock, or the purchase or redemption of shares issued by the Corporation for cash or property, in each case other than: (i) any repurchases of Common Stock issued to or held by employees, officers, directors, or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for a repurchase right, (ii) any repurchases of Common Stock issued to or held by employees, officers, directors, or consultants of the Corporation or its subsidiaries pursuant to first refusal rights contained in agreements providing for a first refusal right or contained in the Corporation’s Bylaws, (iii) any repurchases of the Corporation’s capital stock in connection with the settlement of disputes with any stockholder approved by the Corporation’s Board of Directors, and (iv) any other repurchases or redemptions of the Corporation’s capital stock approved by the holders of a majority-in-interest of the then outstanding shares of Preferred Stock, voting as a single class.

(g) “**Dividend Rate**” means, with respect to the Preferred Stock, an annual rate equal to \$0.08 per share (subject to adjustment from time to time for Recapitalizations as set forth elsewhere in this Certificate).

(h) “**Liquidation Preference**” means, with respect to the Preferred Stock and on a per share basis, the Original Issue Price (subject to adjustment from time to time for Recapitalizations as set forth elsewhere in this Certificate) plus declared but unpaid dividends attributable to the Preferred Stock.

(i) “**Options**” means rights or options to subscribe for, purchase, or otherwise acquire Common Stock.

(j) “**Original Issue Date**” means the date on which shares of Preferred Stock are first sold pursuant to the Purchase Agreement.

(k) “**Original Issue Price**” means, with respect to the Preferred Stock, \$1.00 per share (subject to adjustment from time to time for Recapitalizations and as otherwise set forth in this Certificate).

(l) “**Preferred Stock**” means the Series A Preferred Stock.

(m) “**Purchase Agreement**” means the Series A Preferred Stock Purchase Agreement, executed by and among the Corporation and certain purchasers of Preferred Stock.

(n) “**Recapitalization**” means any stock dividend, stock split, share combination, reverse stock split, reorganization, recapitalization, or other reclassification affecting the Corporation’s equity securities.

(o) “Series A Conversion Price” means the Conversion Price of the Series A Preferred Stock.

2. Dividends.

(a) Preferred Stock. The holders of outstanding shares of Preferred Stock will be entitled to receive dividends, when, as, and if declared by the Corporation’s Board of Directors, out of any assets at the time legally available for the payment of dividends, at the Dividend Rate payable in preference and priority to any declaration or payment of any Distribution on the Corporation’s Common Stock. No Distributions will be made with respect to the Common Stock until all declared but unpaid dividends on the Preferred Stock have been paid or set aside for payment to the Preferred Stock holders. The right to receive dividends on shares of Preferred Stock will not be cumulative, and no right to such dividends will accrue to holders of Preferred Stock by reason of the fact that dividends on such shares are not declared or paid in any year.

(b) Common Stock. No dividends will be paid on any shares of Common Stock (other than dividends payable solely in Common Stock) unless all declared but unpaid dividends on the Preferred Stock have been paid. Subject to the preceding sentence, dividends may be paid on the Common Stock and the Preferred Stock in proportion to the number of shares of Common Stock into which each share of Preferred Stock could be converted at the then effective Conversion Rate (as defined in Section 4(a) of this Article V) as, when, and if declared by the Corporation’s Board of Directors, subject to the prior dividend rights of the Preferred Stock and to Section 6 of this Article V. The right to receive dividends on shares of Common Stock will not be cumulative, and no right to such dividends will accrue to holders of Common Stock by reason of the fact that dividends on such shares are not declared or paid in any particular year.

(c) Non-Cash Distributions. Whenever a Distribution provided for in this Section 2 will be payable in property other than cash, the value of such property will be deemed to be the fair market value of such property as determined in good faith by the Corporation’s Board of Directors.

(d) Consent to Certain Distributions. As authorized by California Corporations Code Section 402.5(c), neither California Corporations Code Section 502 nor California Corporations Code Section 503 will apply with respect to payments made by the Corporation in connection with (i) any repurchases of Common Stock issued to or held by employees, officers, directors, or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for such repurchase rights, (ii) any repurchases of Common Stock issued to or held by employees, officers, directors, or consultants of the Corporation or its subsidiaries pursuant to first refusal rights contained in agreements providing for such first refusal rights or contained in the Corporation’s Bylaws, (iii) any repurchases of the Corporation’s capital stock in connection with settling disputes with any stockholder approved by the Corporation’s Board of Directors, and (iv) any other repurchases or redemptions of the Corporation’s capital stock approved by the holders of a majority-in-interest of the then outstanding shares of Preferred Stock, voting as a separate class.

3. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the then outstanding shares of Preferred Stock will be entitled to receive out of net available funds and assets, before and in preference to any Distribution (or to setting apart any such funds or assets for Distribution) of any of the Corporation's net available funds and assets to the holders of the Common Stock by reason of their ownership of such Common Stock, an amount per share for each share of Preferred Stock then held by such holders equal to the Liquidation Preference. Upon the liquidation, dissolution, or winding up of the Corporation, if the Corporation's assets legally available for distribution to the holders of the then outstanding shares of Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the Corporation's entire assets legally available for distribution will be distributed with equal priority and pro-rata among the holders of the Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a).

(b) Remaining Assets. After paying (or setting aside for payment) to the holders of the then outstanding shares of Preferred Stock of the full preferential amounts specified in Section 3(a), the Corporation's entire remaining assets legally available for distribution by the Corporation will be distributed with equal priority and pro-rata among holders of the Corporation's then outstanding shares of Common Stock in proportion to the number of the then outstanding shares of Common Stock then held by each such holder.

(c) Shares Not Treated as Both Preferred Stock and Common Stock in Any Distribution. Shares of Preferred Stock will not be entitled to be converted into shares of Common Stock to participate in any Distribution, or series of Distributions, as shares of Common Stock, without first foregoing participation in the Distribution, or series of Distributions, as shares of Preferred Stock.

(d) Reorganization. For purposes of this Section 3, unless otherwise determined by the holders of a majority-in-interest of the then outstanding shares of Preferred Stock, a liquidation, dissolution, or winding up of the Corporation will be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any stock acquisition, reorganization, merger, or consolidation, but specifically excluding any sale of stock for capital raising purposes approved by the Board of Directors) that results in a transfer of at least a majority of the total voting power represented by the Corporation's voting securities; (ii) a sale, lease, or other conveyance of all or substantially all of the Corporation's assets; or (iii) any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary. Notwithstanding anything to the contrary in this Section 3(d) or elsewhere in this Certificate, the issuance of Preferred Stock pursuant to the Purchase Agreement will not be deemed to be a liquidation, dissolution, or winding up of the Corporation.

(e) Valuation of Non-Cash Consideration. If any of the Corporation's assets distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are in a form other than cash, then the value of such assets will be their fair

market value as determined in good faith by the Corporation's Board of Directors, except that any publicly-traded securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation will be valued as follows:

(i) For securities that are not subject to an investment letter or to other similar free marketability restrictions (which are covered by Section 3(e)(ii) below):

(1) if the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then such securities' value will be deemed to be to the average of such securities' closing prices on such exchange or system over the 10-trading-day period ending five trading days before the Distribution date; and

(2) if the securities are actively traded over-the-counter, then such securities' value will be deemed to be the average of such securities' closing bid prices over the 10-trading-day period ending five trading days before the Distribution date.

(ii) The valuation method for securities that are subject to investment letter or to other free marketability restrictions (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) will be to make an appropriate discount from the market value determined as above in Section 3(e)(i)(1) or Section 3(e)(i)(2), as applicable, to reflect the approximate fair market value of such securities, as mutually determined by the Corporation and the holders of a majority-in-interest of the voting power of all then outstanding shares of Preferred Stock.

(f) Determination of Certain Distribution Dates. In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date will be deemed to be the date that such transaction closes.

(g) Certain Definitions. For purposes of Section 3(e), "trading day" means any day on which the applicable exchange or system (on which the securities to be distributed are traded) is open for business, and "closing prices" or "closing bid prices" means: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange, or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets, and systems, the market price as of the end of the "regular hours" trading period that is generally accepted as such for such exchange, market, or system. After the Original Issue Date, if the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day will change from those set forth above, then the fair market value will be determined as of such other generally accepted benchmark times.

4. Conversion. The holders of the Preferred Stock will have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock will be convertible, at the holder's option and without payment of additional consideration by the holder, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, non-assessable shares of Common

Stock determined by dividing the Original Issue Price by the then applicable Conversion Price. The number of shares of Common Stock into which each share of Preferred Stock may be converted pursuant to the preceding formula is referred to as the "Conversion Rate." Upon any decrease or increase in the Conversion Price of the Preferred Stock, as described in this Section 4, the Conversion Rate for such series will be appropriately increased or decreased.

(b) Automatic Conversion. Every share of Preferred Stock will automatically be converted into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share upon the earlier of (i) immediately before the closing of a firm commitment underwritten initial public offering filed under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of the Corporation's Common Stock with aggregate proceeds to the Corporation of at least \$50,000,000 (before deduction of underwriters' commissions and expenses) and with a per share price of at least \$5.00 (subject to adjustment from time to time for Recapitalizations as set forth elsewhere in this Certificate), or (ii) the Corporation's receipt of a written request for such conversion from the holders of a majority-in-interest of the then outstanding shares of Preferred Stock, or, if later, the effective date for conversion specified in such requests (each such event referred to in clause (i) and clause (ii) of this Section 4(b), an "Automatic Conversion Event").

(c) Conversion Mechanics.

(i) No fractional shares of Common Stock will be issued upon conversion of Preferred Stock. Instead of any fractional shares to which a holder of Preferred Stock would otherwise be entitled, the Corporation will pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined in good faith by the Corporation's Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock will be aggregated, and any resulting fractional share of Common Stock will be paid in cash.

(ii) Before any holder of Preferred Stock will be entitled to convert shares of Preferred Stock into full shares of Common Stock and to receive Common Stock certificates upon such conversion, the holder will surrender the certificate or certificates representing the Preferred Stock being converted, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock, and will give written notice to the Corporation at such office that the holder elects to convert the Preferred Stock into Common Stock; provided, however, that on the date of an Automatic Conversion Event, the outstanding shares of Preferred Stock will be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation will not be obligated to issue certificates representing the shares of Common Stock issuable upon such Automatic Conversion Event, unless either the certificates representing such shares of converted Preferred Stock are delivered to the Corporation or its transfer agent as provided above or unless the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen, or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by the Corporation in connection with such lost, stolen, or destroyed certificates.

(iii) On the effective date of an Automatic Conversion Event, each record holder of shares of Preferred Stock will be deemed to be the record holder of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock will not have been surrendered at the Corporation's office, that notice from the Corporation will not have been received by any record holder of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock will not then be actually delivered to such holder. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of Preferred Stock will not be deemed to have converted such Preferred Stock until immediately before the closing of such sale of securities. In addition, any optional conversion may be conditioned upon the occurrence of a specific event, in which event the person(s) entitled to receive Common Stock issuable upon such conversion of such Preferred Stock will not be deemed to have converted such Preferred Stock until immediately before the occurrence of such event.

(d) Series A Conversion Price Adjustments for Certain Dilutive Issuances.

(i) Special Definition. For purposes of this Section 4(d), "Additional Shares" means all shares of Common Stock issued (or, pursuant to Section 4(d)(iii) of this Article V, deemed to be issued) by the Corporation after the Original Issue Date other than:

(1) shares of Common Stock issuable or issued upon conversion of shares of Preferred Stock;

(2) up to 960,000 shares (or such higher amount as is approved unanimously by the Corporation's Board of Directors and as adjusted for Recapitalizations) of Common Stock issuable or issued to the Corporation's officers, directors, employees, consultants, or advisors pursuant to the Corporation's 2006 Stock Plan, or other employee stock incentive programs or arrangements approved by the Corporation's Board of Directors, or upon exercise of Options or Convertible Securities granted to such parties pursuant to any such plan or arrangement;

(3) shares of Common Stock issuable or issued upon the exercise, exchange, adjustment, or conversion of Options or Convertible Securities outstanding as of the Original Issue Date;

(4) shares of Common Stock issuable or issued pursuant to the bona fide acquisition by the Corporation of another corporation or other business entity by merger, purchase of all or substantially all of such entity's assets, or other reorganization, or pursuant to a joint venture agreement; provided, in each such case, that such issuances are approved unanimously by the Corporation's Board of Directors;

(5) shares of Common Stock issuable or issued to banks, equipment lessors, or other financial institutions pursuant to a bona fide commercial leasing or debt financing transaction entered into for primarily non-equity financing purposes approved by the Corporation's Board of Directors;

(6) shares of Common Stock issued pursuant to Recapitalizations for which a proportional adjustment has been made;

(7) shares of Common Stock issued or issuable in connection with sponsored research, collaboration, technology license, development, OEM, marketing, or other similar agreements or strategic partnerships; provided, in each such case, that such issuances are approved unanimously by the Corporation's Board of Directors;

(8) shares of Common Stock issued to suppliers of goods or third-party service providers in connection with the provision of goods or services pursuant to transactions approved unanimously by the Corporation's Board of Directors; and

(9) shares of Common Stock excluded from the definition of "Additional Shares" by the written consent of the holders of a majority-in-interest of the then outstanding shares of Preferred Stock.

(ii) No Conversion Price Adjustment. No adjustment in the Series A Conversion Price will be made in respect of the issuance of any Additional Shares, unless the consideration per share (as determined pursuant to Section 4(d)(v)) for such Additional Shares issued or deemed to be issued by the Corporation is less than the Series A Conversion Price in effect on the date of, and immediately before, such issuance.

(iii) Deemed Issue of Additional Shares. At any time or from time to time after the Original Issue Date, if the Corporation will issue any Options or Convertible Securities or will fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities or, in the case of Options for Convertible Securities, the exercise of such Options and the conversion or exchange of the underlying securities, will be deemed to have been issued as of the time of such issue or, in case such a record date will have been fixed, as of the close of business on such record date, provided that Additional Shares will not be deemed to have been issued unless the consideration per share (determined pursuant to Section 4(d)(v)) of such Additional Shares would be less than the Series A Conversion Price in effect on the date of and immediately before such issuance or such record date (as the case may be) and provided further in any such case in which Additional Shares are deemed to be issued:

(1) no further adjustment in the Series A Conversion Price will be made upon the subsequent issuance of Convertible Securities or shares of Common Stock in connection with the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion, or exchange thereof, then the Series A Conversion Price computed upon the original issuance thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, will, upon any such increase or decrease becoming effective, be re-computed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities;

(3) no readjustment pursuant to Section 4(d)(iii)(2) of this Article V will have the effect of increasing the Series A Conversion Price to an amount that exceeds the lower of (i) the Series A Conversion Price on the original adjustment date and (ii) the Series A Conversion Price that would have resulted from any issuance of Additional Shares between the original adjustment date and such readjustment date;

(4) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that will not have been exercised, the Series A Conversion Price computed upon the original issuance thereof (or upon the occurrence of a record date with respect thereto) and any subsequent adjustments based thereon will, upon such expiration, be re-computed as if:

(a) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the corresponding consideration received was the consideration actually received by the Corporation for the issue of such exercised Options plus the consideration actually received by the Corporation upon such exercise or for the issuance of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange, and

(b) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares deemed to have been then issued was the consideration actually received by the Corporation for the issue of such exercised Options, plus the consideration deemed to have been received by the Corporation (determined pursuant to Section 4(d)(v)) upon the issuance of the Convertible Securities with respect to which such Options were actually exercised; and

(5) if such record date will have been fixed and such Options or Convertible Securities are not issued on such record date, then the adjustment previously made in the Series A Conversion Price that became effective on such record date will be canceled as of the close of business on such record date, and thereafter the Series A Conversion Price will be adjusted pursuant to this Section 4(d)(iii) as of the actual date of their issuance.

(iv) Series A Conversion Price Adjustment Upon Issuance of Additional Shares. If the Corporation will issue Additional Shares (including Additional Shares deemed to be issued pursuant to Section 4(d)(iii)) without consideration or for a consideration per share less than the Series A Conversion Price in effect on the date of and immediately before such issuance, then the Series A Conversion Price will be reduced, concurrently with such issuance, to a price (calculated to the nearest cent) determined by multiplying such Series A Conversion Price by a fraction, the numerator of which will be the number of shares of Common Stock outstanding immediately before such issuance plus the number of shares that the aggregate consideration received by the Corporation for the total number of Additional Shares so issued would purchase at such Series A Conversion Price, and the denominator of which will be the number of shares of Common Stock outstanding immediately before such issuance plus the number of such Additional Shares so issued. Notwithstanding the foregoing, the Series A Conversion Price will not be reduced at such time if the amount of such reduction would be less than \$0.01, but any such amount will be carried forward, and a reduction will be made with respect to such amount at the time of, and together with, any subsequent reduction which, together with such amount and any other amounts so carried forward, equal \$0.01 or more in the aggregate. For the purposes of this Section 4(d)(iv), all shares of Common Stock issuable upon exercise of outstanding Options or the conversion of outstanding Convertible Securities and shares of Preferred Stock, and all Additional Shares deemed issued pursuant to Section 4(d)(iii), will be deemed to be outstanding.

(v) Determination of Consideration. For purposes of this Section 4(d), the consideration received by the Corporation for the issuance (or deemed issuance) of any Additional Shares will be computed as follows:

(1) Cash and Property. Such consideration will:

(a) insofar as such consideration consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends (if any);

(b) insofar as such consideration consists of property other than cash, be computed at the fair market value of such property at the time of such issue, as determined in good faith by the Corporation's Board of Directors; and

(c) in the event Additional Shares are issued together with other Corporation shares, securities, or other assets for consideration that covers both, be the proportion of such consideration so received, computed as provided in clause (a) and clause (b) above, as reasonably determined in good faith by the Corporation's Board of Directors to apply to the Additional Shares so issued.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares deemed to have been issued pursuant to Section 4(d)(iii) of this Article V will be determined by dividing

(a) the total amount, if any, received or receivable by the Corporation as consideration for the issuance of such Options or Convertible

Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(b) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(e) Adjustments for Common Stock Subdivisions or Combinations. If the outstanding shares of Common Stock will be subdivided (by stock split, payment of a stock dividend, or otherwise) into a greater number of shares of Common Stock, then the Conversion Price in effect immediately before such subdivision will, concurrently with the effectiveness of such subdivision, be proportionately decreased. If the outstanding shares of Common Stock will be combined (by reverse stock split, reclassification, or otherwise) into a lesser number of shares of Common Stock, then the Conversion Price in effect immediately before such combination will, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Preferred Stock Subdivisions or Combinations. If the outstanding shares of Preferred Stock will be subdivided (by stock split, payment of a stock dividend, or otherwise) into a greater number of shares of Preferred Stock, then, concurrently with the effectiveness of such subdivision, the Dividend Rate and the Liquidation Preference, each as in effect immediately before such subdivision, will be proportionately decreased and the Conversion Price, as in effect immediately before such subdivision, will be proportionately increased. If the outstanding shares of Preferred Stock will be combined (by reverse stock split, reclassification, or otherwise) into a lesser number of shares of Preferred Stock, then, concurrently with the effectiveness of such combination, the Dividend Rate and the Liquidation Preference, each as in effect immediately before such combination, will be proportionately increased and the Conversion Price, as in effect immediately before such combination, will be proportionately decreased.

(g) Adjustments for Reclassification, Exchange, and Substitution. Subject to Section 3 of this Article V, if the Common Stock issuable upon conversion of the Preferred Stock will be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares provided for above), then, in any such event, instead of the number of shares of Common Stock that the holders would otherwise have been entitled to receive, each holder of such Preferred Stock will have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock that a holder of the number of shares of Common Stock deliverable upon conversion of the Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided in this Certificate with respect to such other shares.

(h) No Impairment. The Corporation will not, through any reorganization, asset transfer, merger, dissolution, securities issuance, securities sale, or other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed under this Certificate by the Corporation, but instead the Corporation will, at all times and in good faith, assist in carrying out all provisions of this Section 4 and in taking all such action as may be necessary or appropriate to protect the Conversion Rights against impairment. Notwithstanding the foregoing, nothing in this Section 4(h) will prohibit the Corporation from amending this Certificate with the requisite consent of its stockholders and its Board of Directors.

(i) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4, the Corporation, at its own expense, will promptly compute such adjustment or readjustment in accordance with the terms of this Certificate and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation will, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished, to such holder a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price as then in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that would then be received upon the conversion of Preferred Stock.

(j) Conversion Price Adjustment Waiver. Notwithstanding anything in this Certificate to the contrary, any downward adjustment of the Conversion Price may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of a majority-in-interest of the then outstanding shares of Preferred Stock. Any such waiver will bind all future holders of shares of Preferred Stock.

(k) Reservation of Stock Issuable Upon Conversion. At all times and solely for the purpose of implementing the conversion of the shares of Preferred Stock, the Corporation will reserve and keep available out of its authorized but unissued shares of Common Stock such number of the Corporation's shares of Common Stock as will from time to time be sufficient to permit the conversion of all then outstanding shares of the Preferred Stock. At any time, if the number of authorized but unissued shares of Common Stock will not be sufficient to permit the conversion of all then outstanding shares of the Preferred Stock, then the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as will be sufficient for such purpose.

5. Voting.

(a) General.

(i) Restricted Class Voting. Except as otherwise expressly provided in this Certificate or as required by law, the holders of Preferred Stock and the holders of Common Stock will vote together as a single class and not as separate classes.

(ii) Restricted Series Voting. Other than as expressly provided in this Certificate or as required by law, the holders of all series of Preferred Stock will vote together and not as separate classes.

(iii) Preferred Stock. Each holder of Preferred Stock will be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The holders of shares of Preferred Stock will be entitled to vote on all matters on which the Common Stock will be entitled to vote. Holders of Preferred Stock will be entitled to notice of any stockholders' meeting in accordance with the applicable provisions of the Delaware General Corporation Law, the Corporation's Bylaws, and any other applicable law. Fractional votes will not, however, be permitted and any fractional voting rights resulting from the formula specified above (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted) will be disregarded.

(iv) Election of Directors. So long as at least 3,000,000 shares of Preferred Stock are outstanding (subject to adjustment from time to time for Recapitalizations), the holders of Preferred Stock, voting as a separate class, shall be entitled to elect three (3) members of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors. The holders of Common Stock, voting as a separate class, shall be entitled to elect three (3) member of the Corporation's Board of Directors at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors. Any additional members of the Corporation's Board of Directors shall be elected by the holders of Common Stock and Preferred Stock, voting together as a single class. If a vacancy on the Board of Directors is to be filled by the Board of Directors, only directors elected by the same class or classes of stockholders as those who would be entitled to vote to fill such vacancy shall vote to fill such vacancy.

(v) Common Stock. Each holder of shares of Common Stock will be entitled to one vote for each share of Common Stock held by such holder.

(vi) Authorized Common Stock Adjustment. Subject to Article V, Section 6, the number of shares of authorized Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority-in-interest of the then outstanding Corporation capital stock.

(vii) Accumulated Voting. So long as Section 2115 of the California General Corporation Law purports to make Section 708(a), Section 708(b), and Section 708(c) of the California General Corporation Law applicable to the Corporation, the Corporation's stockholders will have the right to cumulate their respective votes in connection with the election of directors as provided in Section 708(a), Section 708(b), and Section 708(c) of the California General Corporation Law.

6. Protective Provisions. So long as at least 3,000,000 shares of Preferred Stock are outstanding (subject to adjustment from time to time for Recapitalizations), the Corporation will not (whether by merger, recapitalization or otherwise), without first receiving

the approval (by vote or written consent, as provided by law) of holders of a majority-in-interest of the then outstanding shares of Preferred Stock:

- (a) alter or change the rights, preferences, or privileges of the Preferred Stock;
- (b) change the aggregate number of authorized shares of Preferred Stock or the aggregate number of authorized shares of Common Stock;
- (c) create (by reclassification or otherwise) any new class or series of shares having any rights, preferences, or privileges superior to or on a parity with any outstanding shares of Preferred Stock or increase the authorized or designated number of such new class or series of shares;
- (d) declare or pay any Distribution on any class or series of the Corporation's capital stock;
- (e) merge into, consolidate with, or implement a reorganization with any other corporation (other than a wholly-owned subsidiary corporation) in one or more related transactions or implement any other transaction or series of related transactions that result in the transfer of at least 50% of the voting power of the Corporation;
- (f) sell all or substantially all of the Corporation's assets;
- (g) voluntarily dissolve or liquidate the Corporation; or
- (h) change the number of authorized directors.

7. Notices. Any notice required by the provisions of this Article V to be given to the holders of Preferred Stock will be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the Corporation's books or if such notice is given in any other manner permitted by law.

8. No Reissuance. No shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion, or otherwise will be reissued, and all such shares will be canceled, retired, and eliminated from the shares that the Corporation will be authorized to issue.

ARTICLE VI

- 1. The Corporation will have perpetual existence.
- 2. Elections of directors need not be by written ballot, unless a stockholder demands election by written ballot at the applicable stockholder meeting and before the voting begins, or unless the Corporation's Bylaws provide that elections of directors must be by written ballot.

3. The number of directors that constitute the Corporation's Board of Directors will be as specified in the Corporation's Bylaws.

4. In furtherance and not in limitation of the powers conferred by statute, the Corporation's Board of Directors is expressly authorized to make, alter, amend, or repeal the Corporation's Bylaws.

5. Stockholders' meetings may be held inside or outside the State of Delaware, as the Bylaws may provide. The Corporation's books may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Corporation's Board of Directors or in the Corporation's Bylaws.

6. Advance notice of new business and stockholder nominations for the election of directors will be given in the manner and to the extent provided in the Corporation's Bylaws.

7. The Corporation reserves the right to adopt, amend, alter, amend, supplement, rescind, or repeal in any respect any provisions contained in this Certificate, in the manner now or subsequently prescribed by statute, and all rights conferred upon stockholders in this Certificate are granted subject to this reservation.

ARTICLE VII

1. To the fullest extent permitted by the Delaware General Corporation Law, as it exists now or as it may be amended, a Corporation director will not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director.

2. To the fullest extent permitted by applicable law, the Corporation may indemnify any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that such person, such person's testator, or such person's intestate is or was a director, officer, or employee of the Corporation or any Corporation predecessor or serves or served at any other enterprise as a director, officer, or employee at the request of the Corporation or of any Corporation predecessor.

3. Neither any amendment or repeal of this Article VII, nor the adoption of any provision of this Certificate that is inconsistent with this Article VII, will eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, before such amendment, repeal, or adoption of an inconsistent provision.

* * * * *

CERTIFICATE OF MERGER

OF

3088923, INC.

WITH AND INTO

FORSIGHT NEWCO II, INC.

(Under Section 251 of the General
Corporation Law of the State of Delaware)

ForSight Newco II, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are as follows:

- (a) 3088923, Inc., a Delaware corporation ("Merger Co"); and
- (b) ForSight Newco II, Inc., a Delaware corporation (the "Company").

2. The Agreement and Plan of Merger, dated as of October 8, 2007, by and among the Company, Merger Co, QLT, Inc. and the Stockholders Representatives party thereto (the "Agreement and Plan of Merger"), setting forth the terms and conditions of the merger of Merger Co with and into the Company, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is ForSight Newco II, Inc. (the "Surviving Corporation").

4. At the effective time of the merger herein certified, the Amended and Restated Certificate of Incorporation of the Company, as in effect immediately prior to the merger, shall be amended so as to read in its entirety as set forth in Exhibit A hereto and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation located at 2579 Midpoint Drive, Fort Collins, Colorado 80525-4417.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, ForSight Newco II, Inc. has caused this certificate to be signed as of this 18th day of October, 2007.

FORSIGHT NEWCO II, INC.


By: 
Name: Hampton S. Gifford, III
Title: President

EXHIBIT A

[see attached]

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

FORSIGHT NEWCO II, INC.

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

FORSIGHT NEWCO II, INC.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

The total number of shares of all classes of stock that the Corporation is authorized to issue is 1,000 shares of Common Stock with a par value of \$0.001 per share.

ARTICLE V

The Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

ARTICLE VI

Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaws made by the Board.

ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE VIII

To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This Article VIII does not affect the availability of equitable remedies for breach of fiduciary duties.

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:42 PM 10/18/2007
FILED 06:42 PM 10/18/2007
SRV 071132401 - 4252851 FILE

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FORSIGHT NEWCO II, INC.**

It is hereby certified that:

1. The name of the Corporation is ForSight Newco II, Inc. (the "Corporation"). The Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware on November 16, 2006. The Certificate of Incorporation of the Corporation was amended and restated on December 14, 2006 and on October 18, 2007.
2. The Corporation has received payment for its stock.
3. The Certificate of Incorporation of the Corporation is hereby amended by striking Article I in its entirety, and substituting the following:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

QLT PLUG DELIVERY, INC.

4. The amendment of the Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, by the Corporation's sole stockholder and the Corporation's Board of Directors.

IN WITNESS WHEREOF, this Certificate of Amendment of Amended and Restated Certificate of Incorporation has been executed by David Saperstein, its President, on this 18th day of October, 2007.

QLT PLUG DELIVERY, INC.

By: /s/ David Saperstein
David Saperstein,
President