

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/28/2011
CONVEYING PARTY DATA	
Name	Execution Date
Topaz Pharmaceuticals Inc.	10/28/2011
RECEIVING PARTY DATA	
Name:	Sanofi - Topaz, Inc.
Street Address:	Corporation Trust Center
Internal Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13116547
CORRESPONDENCE DATA	
Fax Number:	6175025002
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	6172485000
Email:	patentdocket@choate.com
Correspondent Name:	Choate, Hall & Stewart LLP
Address Line 1:	2 International Place
Address Line 4:	Boston, MASSACHUSETTS 02110
ATTORNEY DOCKET NUMBER:	2009907-0011
NAME OF SUBMITTER:	Charles E. Lyon
Signature:	/Charles E. Lyon/

Date:

08/16/2013

Total Attachments: 8

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Delaware

PAGE 1

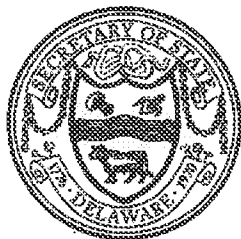
The First State

I, JEFFREY W. BULLOCK, 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:

"SP MERGER SUB II, INC.", A DELAWARE CORPORATION,

WITH AND INTO "TOPAZ PHARMACEUTICALS INC." UNDER THE NAME OF "SANOFI - TOPAZ, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2011, AT 4:06 O'CLOCK P.M.

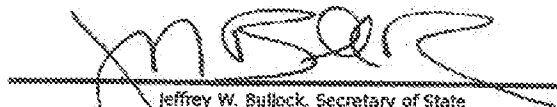
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4463010 8100M

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To verify this certificate online
go to corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9123785

DATE: 10-28-11

PATENT

REEL: 031024 FRAME: 0622

CERTIFICATE OF MERGER
for
MERGER OF
SP MERGER SUB II, INC.
(a Delaware corporation)
with and into
TOPAZ PHARMACEUTICALS INC.
(a Delaware corporation)

October 28, 2011

The undersigned corporation, Topaz Pharmaceuticals Inc. ("Surviving Corporation"), which is the surviving corporation in the merger described herein, hereby states as follows:

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

<u>Name of Entity</u>	<u>State of Incorporation</u>
Topaz Pharmaceuticals Inc.	Delaware
SP Merger Sub II, Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of October 19, 2011 (the "Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 251 of the General Corporation Law of the State of Delaware ("DGCL").

3. The name of the surviving corporation in the merger is Topaz Pharmaceuticals Inc., a Delaware corporation, which will continue its existence as the surviving corporation under the name "Sanofi - Topaz, Inc." upon the effective date of said merger pursuant to the provisions of the DGCL.

4. The amendments to the certificate of incorporation of the Surviving Corporation will be effected by the Merger so the certificate of incorporation of the Surviving Corporation immediately following the merger will be the Second Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

5. The executed Agreement is on file at the principal place of business of the Surviving Corporation, which is located at Discovery Drive, Swiftwater, PA 18370.


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

7. This Certificate of Merger shall be effective upon the filing hereof.

[Signature on following page]

IN WITNESS WHEREOF, Topaz Pharmaceuticals Inc. has caused this Certificate of Merger to be executed by its duly authorized President as of the date first above written.

TOPAZ PHARMACEUTICALS INC.
a Delaware corporation

By: 
Name: Robert S. Rodie
Title: President-CEO

PATENT

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EXHIBIT A

PATENT

REEL: 031024 FRAME: 0625

**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SANOFI - TOPAZ, INC.**

ARTICLE 1- NAME OF CORPORATION

The name of the corporation is Sanofi - Topaz, Inc. (hereinafter the "Corporation").

ARTICLE 2- REGISTERED OFFICE AND REGISTERED AGENT

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

ARTICLE 3 - DURATION OF CORPORATION

The Corporation is to have a perpetual existence.

ARTICLE 4 - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as amended from time to time.

ARTICLE 5 - AUTHORIZED STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000, of which all shares shall be designated common stock, par value \$.01 per share (the "Common Stock").

ARTICLE 6 - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors comprising the full Board of Directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized:

A. To make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation;

B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;

C. To set apart out of any funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and to reduce any such reserve in the manner in which it was created; and

D. To adopt from time to time Bylaw provisions with respect to indemnification of directors, officers, employees, agents and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted bylaw.

ARTICLE 7 - STOCKHOLDER MEETINGS; CORPORATE BOOKS

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation

ARTICLE 8 - DIRECTOR LIABILITY

To the fullest extent permitted by law, 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. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article 8 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article 8 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 9 - INDEMNIFICATION PROVISIONS

A. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and

loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section C of this Article 9, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

B. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 9 or otherwise.

C. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article 9 is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

D. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

E. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

F. Non-Exclusivity of Rights. The rights conferred on any person by this Article 9 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

G. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

H. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article 9; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article 9.

I. Amendment or Repeal. Any amendment, repeal or modification of the foregoing provisions of this Article 9 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

ARTICLE 10 - RESERVED RIGHTS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Second Amended and Restated Certificate of Incorporation in the manner now or hereinafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.