

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3491187

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/16/2015

CONVEYING PARTY DATA

Name	Execution Date
LUOXIS DIAGNOSTICS, INC.	04/16/2015

RECEIVING PARTY DATA

Name:	ROSEWIND CORPORATION
Street Address:	373 INVERNESS PARKWAY
Internal Address:	SUITE 200
City:	ENGLEWOOD
State/Country:	COLORADO
Postal Code:	80112

PROPERTY NUMBERS Total: 42

Property Type	Number
Application Number:	12121945
Application Number:	12625072
Application Number:	13601586
Application Number:	14222075
Application Number:	14016889
Application Number:	60938925
Application Number:	13407517
Application Number:	13450743
Application Number:	13659696
Application Number:	14144154
Application Number:	14684532
Application Number:	61447568
Application Number:	61635537
Application Number:	61266320
Application Number:	61416865
Application Number:	61416867
Application Number:	61563946
Application Number:	61731369

PATENT

Property Type	Number
Application Number:	61604948
Application Number:	14061436
Application Number:	14061482
Application Number:	61717511
Application Number:	61868983
Application Number:	10680935
Application Number:	13341608
Application Number:	60417741
Application Number:	60464471
Application Number:	60489169
Application Number:	60496360
Application Number:	60562724
Application Number:	10679699
Application Number:	12499063
Application Number:	13622202
Application Number:	60489039
Application Number:	60503185
Application Number:	61894683
Application Number:	62068135
Application Number:	13866503
Application Number:	29483875
Application Number:	62084414
Application Number:	62150720
Application Number:	62152809

CORRESPONDENCE DATA

Fax Number: (303)863-0223

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 303-863-9700

Email: adomitrovich@sheridanross.com

Correspondent Name: SHERIDAN ROSS P.C.

Address Line 1: 1560 BROADWAY

Address Line 2: SUITE 1200

Address Line 4: DENVER, COLORADO 80202

ATTORNEY DOCKET NUMBER:	5753-38
NAME OF SUBMITTER:	ANGELA M. DOMITROVICH
SIGNATURE:	/Angela M. Domitrovich/
DATE SIGNED:	08/20/2015

Total Attachments: 5

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Delaware

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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 OWNERSHIP, WHICH MERGES:

"LUOXIS DIAGNOSTICS, INC.", A DELAWARE CORPORATION,
"VYRIX PHARMACEUTICALS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ROSEWIND CORPORATION" UNDER THE NAME OF
"ROSEWIND CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF COLORADO, AS RECEIVED AND FILED
IN THIS OFFICE THE SIXTEENTH DAY OF APRIL, A.D. 2015, AT 2:24
O'CLOCK P.M.


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

5730229 8100M

150520689



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2297047

DATE: 04-16-15

PATENT
REEL: 036380 FRAME: 0286

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING
VYRIX PHARMACEUTICALS, INC., a Delaware Corporation
and
LUOXIS DIAGNOSTICS, INC., a Delaware Corporation

WITH AND INTO

ROSEWIND CORPORATION, a Colorado Corporation

April 16, 2015

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Rosewind Corporation, a Colorado corporation (the "Corporation"), does hereby certify to the following information relating to the mergers (the "Mergers") of Luoxis Diagnostics, Inc., a Delaware corporation ("Luoxis"), and Vyrix Pharmaceuticals, Inc., a Delaware corporation ("Vyrix"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. Both Luoxis and Vyrix are incorporated pursuant to the DGCL, the provisions of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
2. The Corporation is incorporated pursuant to the Colorado Business Corporation Act (the "CBCA"), the provisions of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
3. The Corporation is the owner of all of the issued and outstanding shares of capital stock of each of Luoxis and Vyrix that, absent Section 253 of the DGCL, would be entitled to vote on the Merger.
4. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on March 24, 2015, determined to merge each of Luoxis and Vyrix with and into the Corporation pursuant to Section 253 of the DGCL, which resolutions are as follows:

WHEREAS: The Corporation owns all of the issued and outstanding shares of each class of capital stock of each of Luoxis and Vyrix.

WHEREAS: It is deemed advisable and in the best interest of the Corporation that the Corporation merge each of Luoxis and Vyrix with and into the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED: That, as a result of the Mergers, the Corporation shall be the surviving corporation possessed of all the estate, property, rights, privileged and franchises of each of Luoxis and Vyrrix, and the Corporation shall assume all of the liabilities and obligations of each of Luoxis and Vyrrix pursuant to and in the manner prescribed by Section 253 of the DGCL.

RESOLVED: The separate existence of each of Luoxis and Vyrrix shall cease as soon as the Mergers shall become effective, and the Corporation shall continue as the surviving corporation.

RESOLVED: That the proper officers of the Company be, and each of them acting singly hereby is, authorized, empowered and directed in the name and on behalf of the Corporation, to execute and file or cause to be filed and/or recorded the documents prescribed by the (i) laws of the State of Delaware, including, without limitation, an appropriate Certificate of Ownership and Merger (the "Certificate of Merger") embodying these resolutions as required by Section 253 of the DGCL and any and all additional documents and information required to be filed therewith, filed with the Secretary of State of the State of Delaware, (ii) by the laws of the State of Colorado, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Luoxis, Vyrrix and of the Corporation and in any other appropriate jurisdiction.

RESOLVED: That the Mergers shall be effective upon the filing of the Certificate of Merger with the Secretary of the State of Delaware.

RESOLVED: That, upon the proposed Mergers becoming effective, each outstanding share of capital stock of each of Luoxis and Vyrrix owned of record by the Corporation shall cease to be outstanding, without any payment being made in respect thereof.

5. The Corporation shall be the surviving corporation of the Mergers.
6. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.
7. This Certificate of Ownership and Merger and the Mergers shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State.

8. The Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as the enforcement of any obligation of the Corporation arising from the Merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the Corporation at:

Rosewind Corporation
c/o Ampio Pharmaceuticals, Inc.
373 Inverness Parkway, Suite 200
Englewood, Colorado 80112
Attention: Chief Financial Officer
Email: ggould@ampiopharma.com

9. The Mergers have been adopted, approved, certified, executed and acknowledged by the Corporation pursuant to and in accordance with the CBCA.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed as of the date first written above.

ROSEWIND CORPORATION

By: /s/ James B. Wiegand

Name: James B. Wiegand

Date: President

SIGNATURE PAGE TO CERTIFICATE OF
OWNERSHIP AND MERGER RE: ROSEWIND MERGER