

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3747609

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	12/30/2005	
CONVEYING PARTY DATA		
	Name	Execution Date
	CONTROL DELIVERY SYSTEMS, INC.	12/30/2005
RECEIVING PARTY DATA		
Name:	PSIVIDA INC.	
Street Address:	400 PLEASANT STREET	
City:	WATERTOWN	
State/Country:	MASSACHUSETTS	
Postal Code:	02472	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	14919962
CORRESPONDENCE DATA		
Fax Number:	(617)832-7000	
<i>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.</i>		
Phone:	617-832-1000	
Email:	srichards@foleyhoag.com	
Correspondent Name:	FOLEY HOAG LLP	
Address Line 1:	155 SEAPORT BLVD	
Address Line 4:	BOSTON, MASSACHUSETTS 02210	
ATTORNEY DOCKET NUMBER:	PCH-04419	
NAME OF SUBMITTER:	SANDRA L. RICHARDS	
SIGNATURE:	/Sandra L. Richards/	
DATE SIGNED:	02/19/2016	
Total Attachments: 5		
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "CONTROL DELIVERY SYSTEMS, INC.", CHANGING ITS NAME FROM "CONTROL DELIVERY SYSTEMS, INC." TO "PSIVIDA INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 4:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONTROL DELIVERY SYSTEMS, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1992.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



2319990 8100

060745024

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4961555

DATE: 08-09-06

PATENT
REEL: 037778 FRAME: 0179

**CERTIFICATE OF MERGER OF
CONTROL DELIVERY SYSTEMS, INC.**

AND

PSIVIDA INC.

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations participating in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Control Delivery Systems, Inc.	Delaware
pSivida Inc.	Delaware

SECOND: That an agreement and plan of merger (the "Agreement and Plan of Merger") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Control Delivery Systems, Inc.

FOURTH: That the Certificate of Incorporation of Control Delivery Systems, Inc. shall be amended in its entirety to read as set forth on Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 400 Pleasant Street, Watertown, MA 02472.

SIXTH: That 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.

SEVENTH: That this Certificate of Merger shall be effective at such time as this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer on this 30th day of December, 2005.

CONTROL DELIVERY SYSTEMS, INC.

By: Michael J. Soja
Name: Michael Soja
Title: Vice President and Chief Financial
Officer

EXHIBIT A

CERTIFICATE OF INCORPORATION
OF
PSIVIDA INC.

FIRST: The name of this corporation (hereinafter called the "Corporation") shall be: pSivida Inc.

SECOND: The Corporation's registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 100 shares of common stock at \$0.001 par value.

FIFTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SIXTH: The election of directors need not be by written ballot unless the by-laws shall so require.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director, except to the extent that exculpation from liability is not permitted under the DGCL as in effect at the time such liability is determined. No amendment to or repeal of this Article Seventh 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 or repeal.

EIGHTH: This Corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred in connection with the investigation, preparation to defend or defense of such action, suit proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to

any person in connection with any action, suit, proceeding or claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph EIGHTH shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this Article Eighth shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.