

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5049247

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/01/2018

CONVEYING PARTY DATA

Name	Execution Date
C2 THERAPEUTICS, INC.	06/01/2018

RECEIVING PARTY DATA

Name:	PENTAX OF AMERICA, INC.
Street Address:	3 PARAGON DR.
City:	MONTVALE
State/Country:	NEW JERSEY
Postal Code:	07645

PROPERTY NUMBERS Total: 13

Property Type	Number
Application Number:	12611057
Application Number:	13766567
Application Number:	14876035
Application Number:	13180443
Application Number:	13180450
Application Number:	14796913
Application Number:	14530288
Application Number:	14667421
Application Number:	29488325
Application Number:	14714101
Application Number:	15211365
Application Number:	15593790
Application Number:	29565509

CORRESPONDENCE DATA

Fax Number: (650)712-0263

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: 650-712-0340

Email: jgarcia@hmbay.com

Correspondent Name: HAYNES BEFFEL & WOLFELD LLP
Address Line 1: P.O. BOX 366
Address Line 4: HALF MOON BAY, CALIFORNIA 94019

ATTORNEY DOCKET NUMBER:	WILL 0001
NAME OF SUBMITTER:	MARK A. HAYNES
SIGNATURE:	/Mark A. Haynes/
DATE SIGNED:	07/13/2018

Total Attachments: 4
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Delaware

The First State

Page 1

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:

"C2 THERAPEUTICS, INC.", A DELAWARE CORPORATION, WITH AND INTO "PENTAX OF AMERICA, INC." UNDER THE NAME OF "PENTAX OF AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2018, AT 10:58 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 2018 AT 12:01 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

827543 8100M
SR# 20184687610

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

Authentication: 202805400
Date: 06-01-18

PATENT
REEL: 046343 FRAME: 0229

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

C2 THERAPEUTICS, INC.

WITH AND INTO

PENTAX OF AMERICA, INC.

May 31, 2018

Pursuant to Section 253 of the Delaware General Corporation Law (the "**DGCL**"), **PENTAX OF AMERICA, INC.** (the "**Company**"), a corporation incorporated on the 5th day of August, 1976, pursuant to the provisions of the DGCL, hereby certifies as follows:

FIRST: That the Company owns 100% of the outstanding shares of each class of capital stock of C2 Therapeutics, Inc. ("**C2**"), a Delaware corporation incorporated on April 4, 2007, pursuant to the provisions of the DGCL.

SECOND: That the Company, by resolutions of its board of directors, duly adopted by unanimous written consent on May 30, 2018, determined to merge C2 with and into the Company (the "**Merger**"), which resolutions are set forth below:

WHEREAS, the Company owns all of the issued and outstanding capital stock of C2 Therapeutics, Inc., a Delaware corporation ("**C2**"), and the Board deems it fair to, advisable and in the best interests of the Company and its stockholders to merge C2 with and into the Company (the "**Merger**") in a statutory short-form merger pursuant to the provisions of Section 253 of the DGCL, with the Company being the surviving corporation of the Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby authorized and approved on substantially the terms and conditions set forth herein and the officers of the Company be, and each of them hereby is, authorized and directed to consummate the Merger on the terms set forth herein and in the Certificate of Merger;

RESOLVED FURTHER, that the time when the Merger shall become effective pursuant to the terms and conditions set forth in these resolutions and in the Certificate of Merger shall be 12:01 am Eastern time on June 1, 2018 (the "**Effective Time**");

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each share of capital stock of the Company that is issued and outstanding immediately prior to the Effective Time, shall remain unchanged and continue to remain issued and outstanding as one share of capital stock of the Company, held by the person who was the holder of such share of capital stock of the Company immediately prior to the Effective Time;

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each share of capital stock of C2 that is issued and outstanding or that is held in the treasury of C2 immediately prior to the Effective Time shall be canceled and retired and cease to exist, and no consideration shall be issued in respect thereof;

RESOLVED FURTHER, that the Merger is hereby determined to be fair to, and in the best interests of, the Company and its stockholders;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute the Certificate of Merger and to cause the same to be filed with the Secretary of State of the State of Delaware and to take all other actions that they may deem necessary, appropriate or desirable in connection with the Merger; and

RESOLVED FURTHER, that all prior actions taken by the officers of the Company with respect to effecting the purposes and intent of the Merger be, and each of them hereby is, authorized, ratified, confirmed and approved in all respects.

THIRD: The Company shall be the surviving corporation of the Merger.

FOURTH: The name of the surviving corporation shall remain, and be, Pentax of America, Inc., a Delaware corporation.

FIFTH: The Certificate of Incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

SIXTH: The proposed merger has been advised, authorized, and approved in accordance with the relevant provisions of the DGCL.

SEVENTH: The Merger shall become effective at 12:01 am Eastern Time on June 1, 2018.

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned entities has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer on the date first set forth above.

PENTAX OF AMERICA, INC., a Delaware corporation

By: /s/ Jack Adler
Name: Jack Adler
Title: Authorized Officer

C2 THERAPEUTICS, INC., a Delaware corporation

By: /s/ Jack Adler
Name: Jack Adler
Title: Authorized Officer

SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER

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RECORDED: 07/13/2018

PATENT
REEL: 046343 FRAME: 0232