

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Star Pharmaceuticals, Inc.		02/17/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Star Pharmaceuticals, LLC		
Street Address:	1385 South Andrews Ave		
City:	Pompano Beach		
State/Country:	FLORIDA		
Postal Code:	33069		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76546978	STAR PHARMACEUTICALS, INC.	
Serial Number:	76548280	STAR PHARMACEUTICALS, INC.	
CORRESPONDENCE DATA			
Fax Number:	(954)522-9123		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	954-522-2200		
Email:	stacy.schwartz@brinkleymorgan.com		
Correspondent Name:	Stacy M. Schwartz, Esq.		
Address Line 1:	200 East Las Olas Blvd.		
Address Line 2:	19th Floor		
Address Line 4:	Fort Lauderdale, FLORIDA 33301		
ATTORNEY DOCKET NUMBER:	14518/08001		
NAME OF SUBMITTER:	Stacy M. Schwartz		
Signature:	/Stacy M. Schwartz/		

CH \$65.00 76546978

Date:

02/28/2009

Total Attachments: 3

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**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY**

This Certificate of Conversion to Limited Liability Company, dated as of February 7, 2008, is filed to convert Star Pharmaceuticals, Inc., a Delaware corporation (the "Corporation"), to Star Pharmaceuticals, LLC, a Delaware limited liability company (the "LLC"), pursuant to Section 266 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 214 of the Delaware Limited Liability Company Act (the "DLLCA").

FIRST: The Corporation is converting into a limited liability company. The name of the Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Star Pharmaceuticals, Inc.

SECOND: The Corporation filed its original certificate of incorporation with the Secretary of State on May 1, 2007.

THIRD: The name of the LLC is STAR PHARMACEUTICALS, LLC, as set forth in the Certificate of Formation of the LLC, to be filed concurrently with this Certificate of Conversion to Limited Liability Company.

FOURTH: The conversion of the Corporation to the LLC has been approved by the Sole Director and the Sole Stockholder of the Corporation in accordance with Section 266 of the DGCL and the Corporation's certificate of incorporation.

FIFTH: This Certificate of Conversion to Limited Liability Company shall be effective upon the later of the filing with the Secretary of State of the State of Delaware of this Certificate of Conversion or the Certificate of Formation of the LLC (the "Effective Time").

DULY EXECUTED and delivered by the Sole Director and Sole Stockholder of the Corporation as of the date first written above.

By: 
Name: Roseanne Branciforte
Title: Sole Director and Sole Stockholder

CERTIFICATE OF FORMATION
OF
STAR PHARMACEUTICALS, LLC

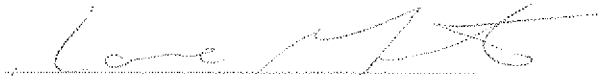
ARTICLE I

The name of the Limited Liability Company is Star Pharmaceuticals, LLC (the "Company").

ARTICLE II

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

DULY EXECUTED and delivered by the undersigned organizer on February 29, 2008.



Roseanne Branciforte, organizer

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STAR PHARMACEUTICALS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF APRIL, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STAR PHARMACEUTICALS, LLC" WAS FORMED ON THE FIRST DAY OF MAY, A.D. 2007.

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080399062



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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6503946

DATE: 04-07-08