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EFFECTIVE DATE

6/18/10

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**MERGER OR SHARE EXCHANGE
SIRION THERAPEUTICS, INC.**

Certificate of Status	0
Certified Copy	1
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10 JUN 18 AM 8:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER
OF
RX DEVELOPMENT RESOURCES, LLC
INTO
SIRION THERAPEUTICS, INC. L03-47878
F06-472

Pursuant to Section 608.4382, Florida Statutes, the undersigned entity does hereby submit the following Certificate of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Sirion Therapeutics, Inc., a North Carolina corporation.
2. The address of the surviving entity is:

9314 East Broadway Avenue
Tampa, Florida 33619
3. The name of the merged entity is Rx Development Resources, I.L.C., a Florida limited liability company.
4. The Plan of Merger has been duly approved in the manner required by the applicable laws of the surviving entity, and with respect to the merged entity, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.
5. This Certificate will be effective as of 11:59 P.M. Eastern Daylight Time on June 18, 2010.
6. The surviving entity has agreed to pay any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.
7. The Plan of Merger is attached to this Certificate as Exhibit A, and such Plan of Merger is incorporated herein and made a part of this Certificate for all purposes.

[signature page follows]

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*[signature page to Certificate of Merger of Rx Development Resources, LLC
into Sirion Therapeutics, Inc.]*


This the 18th day of June, 2010.

SIRION THERAPEUTICS, INC.

By: 
Todd Creech
Chief Financial Officer

RX DEVELOPMENT RESOURCES, LLC

By: SIRION THERAPEUTICS, INC., its sole
member

By: 
Todd Creech
Chief Financial Officer

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EXHIBIT A
PLAN OF MERGER

[Merger of Rx Development Resources, LLC into Sirion Therapeutics, Inc.]

[See Attached]

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PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is adopted and dated as of June 18, 2010 by Sirion Therapeutics, Inc., a North Carolina corporation (the "Surviving Entity"), and Rx Development Resources, L.L.C., a Florida limited liability company (the "Merged Entity").

WITNESSETH:

WHEREAS, the Surviving Entity owns the sole membership interest in the Merged Entity;

WHEREAS, the Surviving Entity and the Merged Entity desire to effect the merger of the Merged Entity with and into the Surviving Entity upon the terms set forth herein (the "Merger"); and

WHEREAS, the board of directors of the Surviving Entity has duly approved the adoption of this Plan of Merger;

NOW, THEREFORE, the parties hereto do hereby approve and adopt this Plan of Merger for the purpose of setting forth the terms and conditions of the Merger and the means of carrying the same into effect.

ARTICLE I

THE MERGER

1.1 Merger. The Merged Entity shall be merged with and into the Surviving Entity pursuant to Section 55-11-10 of the North Carolina Business Corporation Act (the "North Carolina Act") and to Sections 608.438-608.4383 of the Florida Limited Liability Company Act (the "Florida Act").

1.2 Effective Time. The Merger shall be effected by the filing of articles of merger with the North Carolina Secretary of State in accordance with Section 55-11-10(d) of the North Carolina Act and the filing of a certificate of merger with the Florida Department of State in accordance with Section 608.4382 of the Florida Act. The Merger shall become effective at 11:59 p.m. Eastern Daylight Time on June 18, 2010 (the "Effective Time").

1.3 Effect of the Merger. The effect of the Merger shall be as set forth in Section 55-11-10(e) of the North Carolina Act and Section 608.4383 of the Florida Act. After the Merger, the Surviving Entity will continue to have the name Sirion Therapeutics, Inc.

ARTICLE II

EFFECT ON MEMBERSHIP INTEREST AND SHARES

2.1 Membership Interest in Merged Entity. Immediately upon the Effective Time, the sole membership interest in the Merging Entity shall be cancelled.

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2.2 Surviving Entity Shares. The outstanding shares of the capital stock of the Surviving Entity will not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as shares of the Surviving Entity.

ARTICLE III

ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS AND OFFICERS

3.1 Articles of Incorporation and Bylaws. The articles of incorporation and bylaws of the Surviving Entity shall be identical to the articles of incorporation and bylaws of the Surviving Entity in effect immediately prior to the Effective Time, until thereafter amended as provided by law.

3.2 Directors and Officers. The directors and officers of the Surviving Entity immediately prior to the Effective Time shall remain in office and shall continue to hold office until their respective successors shall have been elected and qualified as provided in the bylaws of the Surviving Entity or by law.

ARTICLE IV

MISCELLANEOUS

4.1 Amendment. This Plan of Merger may be amended or abandoned by the Surviving Entity by action taken by its board of directors.

4.2 Headings. The article and section captions used herein are for reference purposes only and shall not in any way affect the meaning or interpretation of this Plan of Merger.

4.3 Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[signature page follows]

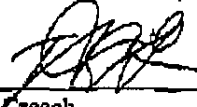
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[signature page to the Plan of Merger]


IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first above written.

SIRION THERAPEUTICS, INC.

By: 
Todd Creech
Chief Financial Officer

RX DEVELOPMENT RESOURCES, LLC

By: SIRION THERAPEUTICS, INC., its sole
member

By: 
Todd Creech
Chief Financial Officer

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