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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 SEP -9 PM 2:49

*Name Change*

SEP 24 2019

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Egalet US Inc.  
Name of Corporation

**DOCUMENT NUMBER:** F15000002656

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bessie Souder  
Name of Contact Person

Zyla Life Sciences US Inc.  
Firm/Company

600 Lee Road, Suite 100  
Address

Wayne, PA 19087  
City/State and Zip Code

bsouder@zyla.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark Strobeck at ( 610 ) 833-4204  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 SEP -9 PM 2:49

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

FILED  
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DIVISION OF CORPORATIONS  
19 SEP -9 PM 2:49

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F15000002656

(Document number of corporation (if known))

1. Egalet US Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 06/15/2015

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 3, 2019

5. Zyla Life Sciences US Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

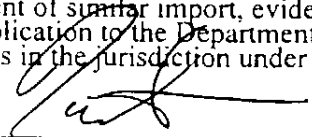
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark Strobeck

(Typed or printed name of person signing)

Executive Vice President and Chief Operations Officer

(Title of person signing)

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZYLA LIFE SCIENCES US INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF SEPTEMBER, A.D. 2019.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZYLA LIFE SCIENCES US INC." WAS INCORPORATED ON THE EIGHTH DAY OF OCTOBER, A.D. 2012.

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



5224558 8300

SR# 20196862656

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203528240

Date: 09-04-19

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ZYLA LIFE SCIENCES US INC." AS RECEIVED AND FILED IN THIS OFFICE.

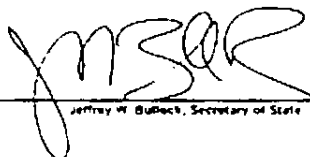
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF OCTOBER, A.D. 2012, AT 6:18 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EGALET US INC." TO "ZYLA LIFE SCIENCES US INC.", FILED THE THIRD DAY OF JUNE, A.D. 2019, AT 1:30 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ZYLA LIFE SCIENCES US INC.".



  
Jeffrey W. Bullock, Secretary of State

5224558 8100H  
SR# 20196865767

Authentication: 203529287  
Date: 09-04-19

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

CERTIFICATE OF INCORPORATION  
OF  
EGALET US INC.

The undersigned, a natural person, for the purposes of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and generally known as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is Egalet US Inc.

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

THIRD: The nature of the business and the purposes to be conducted and promoted by 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.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock, with a par value of \$0.01 per share.

FIFTH: The name and the mailing address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven T. Cheng, Esq.	Brown Rudnick LLP One Financial Center Boston, MA 02111

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a

meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

1. The business of the Corporation shall be conducted by the officers of the Corporation under the supervision of the Board of Directors.
2. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-laws. No election of Directors need be by written ballot.
3. The Board of Directors of the Corporation may adopt, amend or repeal the By-laws of the Corporation at any time after the original adoption of the By-laws according to Section 109 of the General Corporation Law of the State of Delaware; provided, however, that any amendment to provide for the classification of directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an amendment to this Certificate of Incorporation, in an initial By-law, or in a By-law adopted by the stockholders of the Corporation entitled to vote.

NINTH: The Corporation may, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article TENTH.

ELEVENTH: 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. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article ELEVENTH 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.

TWELFTH: Notwithstanding any provision of law, the Corporation may, by contract, grant to some or all of the security holders of the Corporation pre-emptive rights to acquire stock of the Corporation, but no stockholder shall have any pre-emptive rights except as specifically so granted.

Signed on the 8th day of October, 2012.

/s/ Steven T. Cheng  
Steven T. Cheng, Incorporator



**CERTIFICATE OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION  
OF EGALET US INC.**

**EGALET US INC.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"),

**DOES HEREBY CERTIFY THAT:**

**FIRST:** That, upon action of the Board of Directors (the "**Board**") of the Corporation by unanimous written consent in lieu of a meeting on June 3, 2019, the following resolutions were duly adopted, declaring advisable and approving the following amendment (the "**Amendment**") to the Certificate of Incorporation of the Corporation:

**WHEREAS**, Sections 242(a)(1) and 242(b)(1) of the General Corporation Law of the State of Delaware provide that the board of directors of a corporation may amend its certificate of incorporation after receipt of payment for its capital stock to change its corporate name without submitting such amendment to a vote of its stockholders; and

**WHEREAS**, the Board of Directors (the "**Board**") of the Corporation declares it advisable and in the best interest of the Corporation and its stockholders to change the name of the Corporation from "Egalet US Inc." to "Zyla Life Sciences US Inc." (the "Corporate Name Change"), which Corporate Name Change shall be effective as of the filing of a certificate of amendment to the Corporation's Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Effective Time").

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Corporate Name Change is hereby approved, effective as of the Effective Time.

**RESOLVED**, at the Effective Time, ARTICLE FIRST of the Certificate of Incorporation shall be deleted and replaced in its entirety with the following:

FIRST. The name of the corporation (hereinafter called the "Corporation") is Zyla Life Sciences US Inc.

**RESOLVED**, that, at such time as any authorized officer of the Corporation shall deem advisable, the authorized officers of the Corporation be, and each of them hereby is, authorized, empowered to execute and file, or cause to be filed, a Certificate of Amendment (the "Certificate of Amendment") to the Certificate of Incorporation with the Secretary of State of the State of Delaware and to take all other actions necessary or appropriate in connection therewith to effect the Corporate Name Change.

**SECOND:** That the aforesaid Amendment was duly adopted in accordance with the applicable provisions of Sections 242(a)(1) and 242(b)(1) of the General Corporation Law of the State of Delaware without a meeting or vote of the Corporation's stockholders.

**THIRD:** That this Certificate of Amendment to the Certificate of Incorporation shall be effective upon filing.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Amendment as of the 3<sup>rd</sup> day of June, 2019.

**EGALET US INC.**

A handwritten signature in black ink, appearing to read "R. S. Radie", is written over a horizontal line.

By: Robert S. Radie  
Title: President and CEO