

07-19-2001



C.22.01

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

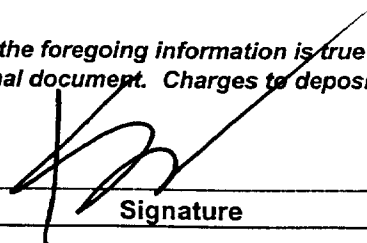
Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Kevin T. Anderson

Name of Person Signing



Signature

19 June 01

Date Signed

ARTICLES OF MERGER

Pursuant to KRS § 271B.11-050, the undersigned corporation, Shire US Inc. submits the following information to the Secretary of State for the Commonwealth of Kentucky.

John Y. Brown III
Secretary of State
Received and Filed
03/26/2001 01:32 PM
Fee Receipt: \$50.00
Balance - MRG

Plan of Merger

Attached is the Plan of Merger evidencing the merger by and between Shire Richwood Inc., a corporation organized and existing under the laws of the Commonwealth of Kentucky, and Shire US Inc., a corporation organized and existing under the laws of the State of New Jersey. Shire US Inc. shall be the name of the surviving business entity.

This merger was performed in conformance with the laws of the State of New Jersey.

Number of Shares Authorized to Vote

Shire Richwood Inc. is authorized to have 1,000 common shares authorized to vote on this merger. Of those outstanding shares, 1,000 shares voted in favor of the merger.

Shire US Inc. is authorized to have 2,500 common shares authorized to vote on this merger. Of those outstanding shares, 2,500 shares voted in favor of the merger.

The number of shares voting in favor of the merger was sufficient for approval by each voting group.

Effective Date

The merger between Shire Richwood Inc. and Shire US Inc. is to become effective at the close of business on March 31, 2001.

Done this 19th day of MARCH, 2001.

For Shire Richwood Inc.

William A. Nuerge
William A. Nuerge, President

Shire US Inc.
P.O. Box 6497
Florence, Ky 41022

For Shire US Inc.

William A. Nuerge
William A. Nuerge, President

BOONE COUNTY
AOI 38 Pg 400

**PLAN OF MERGER BETWEEN
SHIRE US INC. and
SHIRE RICHWOOD INC.**

AGREEMENT and Plan of Merger dated as of March 19 2001, between Shire Richwood Inc., a Kentucky corporation and Shire US Inc., a New Jersey corporation. Whereas the parties hereto desire to consummate a merger (the "Merger") whereby Shire Richwood Inc. will be merged into Shire US Inc., with Shire US Inc. as the surviving corporation, all upon the terms and conditions set forth herein and in accordance with the New Jersey Business Corporation Act. The Parties hereto agree as follows:

I. Parties

Shire US Inc. organized and existing under New Jersey law, and authorized to have 2500 common shares, of which 100 shares are issued and outstanding; and

Shire Richwood Inc., organized and existing under Kentucky law, and authorized to have 1000 common shares, of which 1000 shares are issued and outstanding.

II. Merger

In consideration of the mutual promises of the parties, and pursuant to this agreement and the laws of the states of New Jersey and Kentucky, Shire Richwood Inc. shall be merged into Shire US Inc. which shall continue to be organized under the laws of the state of New Jersey.

III. Name; location; purposes; shares

- 3.1 Name. The name of the surviving corporation shall be Shire US Inc.
- 3.2 Location of principal office. The principal office of the corporation is to be located in Boone County, Florence, Kentucky.
- 3.3 Purposes. The purposes of the corporation are to engage in any activities for which a corporation may be formed under the laws of New Jersey.
- 3.4 Authorized shares. The corporation is authorized to have a maximum of 2500 shares of common stock, without par value, issued and outstanding.

IV. Directors

The directors of Shire US Inc. shall continue as the directors of the surviving corporation, to hold office for the term(s) provided in the by-laws, or until their successors are elected and qualified.

V. Articles of Incorporation

The Certificate of Incorporation of Shire US Inc. as amended and restated (attached hereto as Exhibit A) is adopted as the articles of incorporation of Shire US Inc .

BOONE COUNTY
AOI 38 PG 401

**TRADEMARK
REEL: 002330 FRAME: 0648**

VI. By-Laws

The By-Laws of Shire US Inc. shall be the By-Laws of the surviving corporation following the Merger, until amended.

VII. Statutory agent

The name and address of the statutory agent in New Jersey, upon whom may be served any process, notice, or demand against any constituent corporation or the surviving corporation is:

The Corporation Trust Company
Mountain View Park
800 Bear Cavern Road
3rd Floor
West Trenton, New Jersey 08628

The name and address of the statutory agent in Kentucky, upon whom may be served any process, notice, or demand against any constituent corporation or the surviving corporation is:

CT Corporation System
1511 Kentucky Home Life Building
Louisville, Kentucky 40202

VIII. Terms of merger

- 8.1 The terms of the merger and the manner of carrying them into effect shall be as follows:
- 8.1.1 At the Effective Time (as defined in Section XI, below), by virtue of the Merger and without any action on the part of either Shire Richwood Inc. or Shire US Inc., each share of Shire Richwood Inc. Inc. shall be cancelled without any payment of consideration therefore.
- 8.1.2 In accordance with the applicable laws of the State of New Jersey, at the Effective Time:
- (a) The parties to the Plan of Merger shall be a single corporation.
 - (b) The separate corporate existence of Shire Richwood Inc. shall cease.
 - (c) The surviving corporation shall possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of each of the merging corporations.
 - (d) All real property and personal property, tangible and intangible, of every kind and description, belonging to each of the corporations so merged shall be vested in the surviving corporation without further act or deed; and the title to any real estate, or in any interest therein, vested in any such corporations shall not revert or in any way be impaired by reason of this merger.
 - (e) The surviving corporation shall be liable for all the obligations and liabilities of each of the corporations so merged, and any claim existing or action or proceeding pending against any such corporation may be enforced as if the merger had not taken place.

BOONE COUNTY
AOI 38 PG 402

8.1.3 For U.S. income tax purposes, the Parties intend that the Merger be treated as a tax-free re-organization pursuant to the provisions of Section 368 (a)(1)(A) and Section 368 (a)(2)(E) of the Code.

IX. Compliance with state laws of New Jersey and Kentucky

The merger is to be effected in compliance with the laws of the states of New Jersey and Kentucky.

X. Assets and liabilities

The total of the assets, liabilities, and surplus shown on the books of each of the constituent corporations shall constitute the assets, liabilities, and surplus, and be recorded on the books, of the surviving corporation.

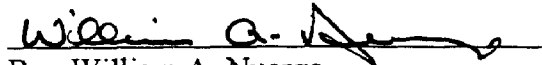
XI. Effective date of merger

At such time as is reasonably practicable and permitted under the Act, the officers of Shire Richwood Inc. and Shire US Inc. shall cause to be filed with the Secretary of State of New Jersey and the Secretary of State of the Commonwealth of Kentucky, a certificate of Merger and such other documents as are required by the Act to effect the Merger. The Merger shall become effective at 5:00 p.m. March 31, 2001 (the "Effective Time").

WITNESS the signatures of the authorized officers of each constituent corporation party to this agreement.

March 19, 2001

Shire US Inc.



By: William A. Nuerge
Title: President

Shire Richwood Inc.



By: William A. Nuerge
Title: President

BOONE COUNTY
AOI 38 Pg 403