07-30-2001

101791446

IN THE UI ARK OFFICE

4-26-01

Box ASSIGNMENTS
Commissioner for Patents and Trademarks
Washington, D.C. 20231

COVER SHEET FOR RECORDING TRADEMARKS

Sir:

Please record the attached document(s) described below with respect to each case listed below, and return the document(s) to the undersigned, in accord with 37 C.F.R. §3.31 and TMEP §503.05(d).

Document(s):		**ARTICLES OF MERGER**	
(1) Name of the party conveying the interest		**GLAXO WELLCOME INC. (North Carolina Corporation)**	
(2) Name and address of the party receiving the interest		**SMITHKLINE BEECHAM CORPORATION (Pennsylvania Corporation) One Franklin Plaza 200 North 16th Street Philadelphia, PA 19102**	
(3) Description of the interest conveyed		**Merger**	
(4) Reg. and Appl. No(s)	Reg. No.	Appl. No. 78/036055	Mark ACT4LIFE
SEE ATTACHED LIST (5 pages attached)			
(5) Name and address for correspondence		**Maury M. Tepper, III GlaxoSmithKline Intellectual Property Group - MAI-484 Five Moore Drive Research Triangle Park, NC 27709**	
(6) Number of cases and total fee		141 **cases** are listed on the attached list. A charge of **$40.00** for one case and **$25.00** for each additional case can be charged to Deposit Account 07-1392.	
(7) Date of document(s)		**March 30, 2001**	
(8) If the document is an assignment and the assignee has an address outside the U.S., then a Designation of Domestic Representative signed by the assignee is attached for each case listed. **N/A**			
(9) To the best of my knowledge and belief, the information contained on this Cover Sheet is true and correct and any copy submitted is a true copy of the original document.			
The Commissioner is authorized to charge the requisite fee for recordal to Depost Account No. 07-1392. A duplicate copy of this page is attached.			
(10) Signature		Name: **Maury M. Tepper, III** Date 4/25/01	

05/09/2001 GTON11 00000269 071392 78036055
01 FC:481 40.00 CH
02 FC:482 3500.00 CH

3540E

	Reg. No.	Appl. No.	Mark
1.	2,070,708		"W" (Stylized) and Design
2.		78/036,055	ACT4LIFE
3.		78/036,056	ACT4LIFE (Stylized)
4.	0,505,252		AEROSPORIN
5.	1,651,936		AIR CURRENTS
6.	2,350,711		AIR LINE
7.	2,413,046		ALLERGYTALK (Stylized)
8.		75/899,339	AMI
9.		76/018,763	AMI & Design
10.	2,262,859		ASMP ASTHMA SELF-MANAGEMENT PROGRAM & Design
11.		75/655,060	ASTHMA ACTION AMERICA
12.		75/679,136	ASTHMA ACTION AMERICA & Design
13.	2,396,518		ASTHMA ALL-STARS
14.	2,388,730		ASTHMA ALL-STARS & Design
15.	2,341,941		ASTHMA FOCUS
16.		78/020,001	ASTHMA FOCUS & Design
17.	2,322,490		ASTHMA FOCUS & Design
18.		75/646,045	ASTHMA HEROES
19.		75/679,137	ASTHMA HEROES & Design
20.		75/866,579	ASTHMACONNECTION
21.	2,152,000		BE SMART ABOUT HIV and Design
22.		75/588,511	BIFLO
23.		75/359,653	BiFLO (Stylized)
24.	2,178,267		BREAKTHROUGH MEDICINES FOR EVERYDAY LIVING
25.	2,369,787		BREAKTHROUGH MEDICINES FOR EVERYDAY LIVING & Sound Device
26.		76/032,461	BRIDGINGCARE
27.	0,954,316		BURROUGHS WELLCOME
28.	0,402,576		BURROUGHS WELLCOME & CO. (U.S.A.) INC.
29.	0,764,571		CARDILATE
30.		75/872,572	CAREWAVES
31.	2,410,799		CAREWAVES

	Reg. No.	Appl. No.	Mark
32.		78/023,396	CASEY
33.	2,377,905		CHORUS
34.	2,406,202		CHORUS (And Design)
35.	0,740,223		CODALON
36.	0,738,925		CODEMPRAZIL
37.	0,731,758		CORTICREAM
38.		78/051,575	DEJE QUE LA VIDA SEA LO QUE LE QUITE EL ALIENTO, NO EL ASMA
39.	2,006,720		DERMATOLOGY LAYER DESIGN
40.	2,114,770		DIAMOND ONCOLOGY/HIV Logo
41.	2,070,277		DIGESTIBLES
42.	2,340,894		DINO ZOO
43.	2,180,429		DISCOVERCARE
44.	0,828,909		DISPENSERPAK
45.	2,007,106		DOSECALC
46.		75/746,519	E•SCAPE MIGRAINE
47.		75/749,560	E SCAPE MIGRAINE (Stylized)
48.	2,260,699		E-MOLLIENCE & Design
49.	1,696,758		EMGEL
50.		75/899,125	EMMI
51.	0,745,708		EMPRAZIL-C
52.	1,655,877		EXOSURF DESIGN
53.		75/815,882	FLU RESPONSE
54.		78/049,948	FLU RESPONSE & Design
55.		75/816,517	FLURESPONSE
56.	2,254,253		FOCUS ON WELLBEING
57.	2,263,523		FOCUS ON WELLBEING
58.	2,041,285		G.E.A.R. GETTING EDUCATED FOR ASTHMA RELIEF
59.	2,293,231		GASTRIC RESOURCE CENTER & Design
60.	2,058,484		GASTROSITE
61.	0,771,764		GUANERAN
62.		75/588,506	HAZCLASS
63.	2,246,134		HEADTALK
64.	2,249,597		HEADTALK & Design

	Reg. No.	Appl. No.	Mark
65.		75/320,676	HELIBYTES
66.	2,212,487		HELIX
67.	2,213,473		IACT
68.		75/464,111	IACT & Design
69.		78/023,455	IBREATHE
70.		78/023,457	IBREATHE.COM
71.		75/844,569	IBS MATTERS
72.	2,166,162		INTERLOCKING HANDS DESIGN
73.		75/667,036	KNOW YOUR FLOW
74.		78/036,081	LIFE SHOULD TAKE YOUR BREATH AWAY, NOT ASTHMA
75.		78/036,051	LIFE SHOULD TAKE YOUR BREATH AWAY, NOT ASTHMA
76.		78/032,536	LIFE SHOULD TAKE YOUR BREATH AWAY…NOT ASTHMA
77.		78/033,115	LIFE SHOULD TAKE YOUR BREATH AWAY…NOT ASTHMA
78.	0,734,822		LINCTIFED
79.	0,734,823		LINCTIFED-C
80.	0,440,859		LUBAFAX
81.		75/912,875	M.O.R.E.
82.		75/729,205	MERIT
83.	2,383,846		MIGRAINE MATRIX
84.	2,383,943		MIGRAINE MATRIX & Design
85.	2,217,863		MISCELLANEOUS DESIGN (Clock with Rings)
86.	2,268,313		MISCELLANEOUS DESIGN (Zovirax Tablet Triangle)
87.	1,560,450		MIVACRON
88.	2,201,767		MOUSE WITH HELIX CABLE DESIGN
89.	2,012,276		NIMBEX
90.	1,509,913		NUROMAX
91.	2,047,697		ON THE BRINK OF DISCOVERY
92.	2,190,986		ON THE NOSE
93.		75/356,048	OXICORT
94.		75/906,570	PROGRAMS TO GO

	Reg. No.	Appl. No.	Mark
95.		75/906,572	PROGRAMSTOGO.COM
96.		75/671,192	QUIT ESSENTIALS
97.		75/674,635	QUIT ESSENTIALS & Design
98.		75/543,195	R.A.I.N.
99.		75/542,636	RAIN
100.		75/543,219	RAIN REDUCE ASTHMA INFLAMMATION NOW & Device
101.	1,533,873		RESCUE PAK
102.		76/061,258	RHINITIS RESOURCE & Design
103.		76/017,947	RHINITIS RESOUCE
104.		76/017,948	RHINITIS SOURCE
105.	2,321,453		RINGING CLOCK (MISC. DESIGN)
106.		75/667,037	ROSCO
107.	2,302,611		RUMBLINGS
108.	2,186,148		RXCALIBER
109.	2,178,798		RXCALIBER
110.		75/370,807	SERECORT
111.	1,963,590		SHINGLES RELIEF PAK
112.		75/688,270	SIMPLY SAID
113.		75/688,786	SIMPLY SAID & Design
114.		75/906,571	SLAM HIV
115.		75/666,963	SOFFE
116.		78/052,851	START TAKING FULLER BREATHS
117.	2,140,540		T.H.E. COURSE TOOLS FOR HEALTH & EMPOWERMENT
118.	0,399,610		TANNAFAX
119.	2,413,118		THE UNFORGETTABLE PROGRAM
120.		78/026,575	THERE'S MORE TO LIFE THAN IBS
121.	0,738,940		THIOSPORIN
122.	1,259,075		TRACRIUM
123.	2,226,710		TREAT THE TINGLE
124.	2,324,094		TREAT THE TINGLE
125.	2,017,857		TREE SWIRL LOGO (Credit Union Logo)
126.	0,938,534		UNICORN DESIGN
127.	1,140,137		UNICORN DESIGN
128.	1,879,098		VALTREX

	Reg. No.	Appl. No.	Mark
129.	2,053,301		VALTREX Design
130.	1,652,865		VIALS (HEXAGONAL)
131.	1,613,487		VIALS (SQUARE)
132.	0,950,196		WELLCOME
133.	0,763,795		WELLCOME
134.	1,163,345		WELLCOVORIN
135.		78/036,060	WOMEN'S HEALTH (Stylized)
136.		78/036,829	WOMEN'S HEALTH DESIGN
137.		75/783,807	XHALE
138.		75/844,756	YOU DON'T HAVE TO QUIT ALL AT ONCE
139.		75/841,281	YOU DON'T HAVE TO QUIT ALL AT ONCE TO QUIT ONCE AND FOR ALL
140.		75/905,937	YOU DON'T HAVE TO QUIT SMOKING ALL AT ONCE
141.		75/614,228	ZYBAN TABLET COLOR (PURPLE)

NORTH CAROLINA
Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER OR SHARE EXCHANGE

OF

SMITHKLINE BEECHAM CORPORATION

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of April, 2001.

Elaine F. Marshall

Secretary of State

Certification Number: 5541903-1 Page: 1 of 17 Ref. # 4593920

Verify this certificate online at www.secretary.state.nc.us/Verification.

210899094

SOSID: 0348355
Date Filed: 3/30/2001 2:53 PM
Effective: 3/31/2001
Elaine F. Marshall
North Carolina Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER
(Cross-entity Merger*)

Pursuant to North Carolina General Statute Sections 55-11-10(d), 55A-11-09(d), 57C-9A-22, 59-73.5 and 59-1013, as applicable, the undersigned surviving entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is SmithKline Beecham Corporation, a *(check one)* [X] corporation, [ ] nonprofit corporation, [ ] professional corporation, [ ] limited liability company, [ ] limited partnership, [ ] partnership, [ ] limited liability partnership organized under the laws of the Commonwealth of Pennsylvania.

2. The address of the surviving entity is:

   Street Address One Franklin Plaza 200 North 16th Street City Philadelphia
   State Pennsylvania Zip Code 19102 County Philadelphia

   (If Different) Mailing Address _____ City _____
   State _____ Zip Code _____

3. The name of the merged entity is Glaxo Wellcome Inc., a *(check one)* [X] corporation, [ ] nonprofit corporation, [ ] professional corporation, [ ] limited liability company, [ ] limited partnership, [ ] partnership, [ ] limited liability partnership organized under the laws of North Carolina.

4. Attached is a copy of the Plan of Merger that was duly approved by each merging business entity or unincorporated entity in the manner required by law.

5. With respect to the surviving entity *(check the appropriate response)*:

   a. If the surviving entity is a North Carolina corporation or professional corporation:
      (i)___ Shareholder approval was not required for the merger.
      (ii)___ Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 or Chapter 55B, if applicable, of the North Carolina General Statutes.

   b. If the surviving entity is a North Carolina nonprofit corporation:
      (i)___ Member approval was not required for the merger, and the plan of merger was approved by a sufficient vote of the board of directors.
      (ii)___ Member approval was required for the merger, and the plan of merger was approved by the members as required by Chapter 55A of the North Carolina General Statutes.

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(iii)___ Approval of the plan of merger by some person or persons other than the members or the board was required pursuant to N.C.G.S. Section 55A-11-03(a)(3), and such approval was obtained.

c. If the surviving entity is a North Carolina limited liability company:
(i)___The merger was approved in the manner provided by the articles of organization or a written operating agreement providing for approval of a merger with the type of business entity contemplated in the plan of merger.
(ii)___The merger was approved by the unanimous consent of the members of the limited liability company.

d. If the surviving entity is a North Carolina partnership, including a limited liability partnership, or a North Carolina limited partnership:
(i)___The merger was approved in the manner provided in a written partnership agreement that is binding on all the partners for approval of a merger with the type of business entity contemplated in the plan of merger.
(ii)___The merger was approved by the unanimous consent of the partners.

e. __x__The surviving entity is a foreign entity, including a corporation, nonprofit corporation, professional corporation, limited liability company, partnership, limited liability partnership or limited partnership, and the merger was approved in accordance with the laws of the state or country governing the organization and internal affairs of the foreign entity.

6. With respect to the merged entity (*check the appropriate response*):

a. If the merged entity is a North Carolina corporation or professional corporation:
(i)___ Shareholder approval was not required for the merger.
(ii)_x_ Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 or Chapter 55B, if applicable, of the North Carolina General Statutes.

b. If the merged entity is a North Carolina nonprofit corporation:
(i)___ Member approval was not required for the merger, and the plan of merger was approved by a sufficient vote of the board of directors.
(ii)___ Member approval was required for the merger, and the plan of merger was approved by the members as required by Chapter 55A of the North Carolina General Statutes.
(iii)___ Approval of the plan of merger by some person or persons other than the members or the board was required pursuant to N.C.G.S. Section 55A-11-03(a)(3), and such approval was obtained.

c. If the merged entity is a North Carolina limited liability company:
(i)___The merger was approved in the manner provided by the articles of organization or a written operating agreement providing for approval of a merger with the type of business entity contemplated in the plan of merger.

(ii)___The merger was approved by the unanimous consent of the members of the limited liability company.

d. If the merged entity is a North Carolina partnership, including a limited liability partnership, or a North Carolina limited partnership:
(i)___The merger was approved in the manner provided in a written partnership agreement that is binding on all the partners for approval of a merger with the type of business entity contemplated in the plan of merger.
(ii)___The merger was approved by the unanimous consent of the partners.

e. _____The merged entity is a foreign entity, including a corporation, nonprofit corporation, professional corporation, limited liability company, partnership, limited liability partnership or limited partnership, and the merger was approved in accordance with the laws of the state or country governing the organization and internal affairs of the foreign entity.

7. The merger is permitted by the law of the state or country governing the organization and internal affairs of each merging business entity.

8. Each business entity that is a party to the merger has complied or shall comply with the applicable laws of the state or country governing its organization and internal affairs.

9. These articles will be effective upon filing, unless a delayed date and/or time is specified: March 31, 2001 at 11:30 p.m.

This the ____ day of March, 2001.

SMITHKLINE BEECHAM CORPORATION
Name of Entity

Donald F. Parman
Signature

Donald F. Parman, Secretary
Type or Print Name and Title

NOTES:
*A "Cross-entity Merger" may involve one or more business corporations, nonprofit corporations, limited liability companies, partnerships, limited liability partnerships or limited partnerships. The phrase "Cross-entity Merger" is used solely for administrative and identification purposes within the Department of the Secretary of State.

1. Filing fee is $50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

(Revised January 2000) *(Form L-06)*
CORPORATIONS DIVISION P. O. BOX 29622 RALEIGH, NC 27626-0622

PLAN OF MERGER

between

SMITHKLINE BEECHAM CORPORATION

and

GLAXO WELLCOME INC.

PLAN OF MERGER approved on March 29, 2001 by SmithKline Beecham Corporation, a business corporation incorporated under the laws of the Commonwealth of Pennsylvania ("GSK"), and by resolution adopted by its Board of Directors on said date, and approved on March 28, 2001 by Glaxo Wellcome Inc., a business corporation formed under the laws of the State of North Carolina ("GWI"), and by resolutions adopted by its Board of Directors on said date.

1. Pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "PBCL") and the provision of the North Carolina Business Corporation Act (the "NCBCA"), GSK and GWI shall be merged with and into a single corporation, to wit, GSK, which shall be the surviving Pennsylvania corporation under the name "SmithKline Beecham Corporation" pursuant to the provisions of the PBCL (the "surviving corporation"). As the "terminating corporation" GWI shall cease to exist at the effective date of the merger in accordance with the provisions of the NCBCA.

2. From and after the effective time of the merger the Amended and Restated Articles of GSK set forth in Exhibit A attached hereto shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the PBCL.

3. From and after the effective time of the merger in the jurisdiction of its organization, the bylaws as set forth in Exhibit B attached hereto, shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the BCL.

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4. Upon the effective date of the merger the directors and officers as set forth in Exhibit C attached hereto, shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The 483,238 issued and outstanding shares of common stock of the terminating corporation immediately prior to the effective date of merger shall, upon the effective date of the merger, be converted into 624 shares of common stock of the surviving corporation. The 131,000,867 issued and outstanding shares of common stock of the surviving corporation immediately prior to the effective date of merger shall, upon the effective date of the merger, be converted into 376 shares of common stock of the surviving corporation. Neither the terminating company nor the surviving company has issued and outstanding any equity securities or securities, agreements or instruments convertible into or exercisable for equity securities other than the shares of common stock referred to in this Section 5.

6. In the event that this Plan of Merger shall have been fully approved and adopted on behalf of (i) the terminating corporation in the manner prescribed by the provisions of the NCBCA, and, (ii) the surviving corporation in accordance with the provisions of the PBCL, and the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in accordance with the provisions of said NCBCA and PBCL, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Pennsylvania and the laws of the State of North Carolina and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute the Articles of Merger on behalf of said corporations, respectively, in conformity with the provisions of the PBCL; and the Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and

all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for. The effective time of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the PBCL shall govern the same, be March 31, 2001 at 11:30 p.m.

IN WITNESS WHEREOF, the parties intending to be legally bound hereto have executed this Plan of Merger effective as of the date first above written.

SMITHKLINE BEECHAM CORPORATION

By: Donald F. Parman
Name: Donald F. Parman
Title: Secretary

GLAXO WELLCOME INC.

By: Paul A. Holcombe, Jr.
Name: Paul A. Holcombe, Jr.
Title: Secretary

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MAR.30.2001 9:26AM GLAXO WELLCOME LEGAL

TRADEMARK
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Exhibit A

SMITHKLINE BEECHAM CORPORATION

Amended and Restated Articles of Incorporation

FIRST: The name of the corporation (hereinafter called the "Corporation") is SmithKline Beecham Corporation.

SECOND: The location and post office address of the current registered office of the Corporation in the Commonwealth of Pennsylvania is One Franklin Plaza, Philadelphia, Pennsylvania 19102.

THIRD: The Corporation is incorporated under the Business Corporation Law of 1988. The Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all business for which corporations may be incorporated under the Pennsylvania Business Corporation Law, including but not limited to buying, selling and otherwise dealing with drugs, medicines, chemicals, foods, cosmetics, toiletries, and all supplies, devices and services used by the health professions, or the drug trade.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 3,000 shares divided into 2,000 shares of common stock with a par value of one dollar per share, and 1,000 shares of preferred stock without par value.

FIFTH: The Board of Directors of the Corporation shall have the power, by resolution duly adopted, to issue from time to time, in whole or in part, the authorized and unissued shares into classes or series, or both, and to determine for any such class or series its voting rights, designations, preferences, limitations and any special rights.

SIXTH: Any actions required or permitted to be taken at a meeting of shareholders may be taken without a meeting pursuant to Section 1766 of the Business Corporation Law of 1988, as the same may be amended and supplemented, upon the

written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting

SEVENTH: Shareholders of the Corporation shall not be entitled to cumulative voting rights in elections of Directors.

EIGHTH: The personal liability of the directors of the Corporation is limited to the fullest extent permitted by the provisions of the Business Corporation Law of 1988 as the same may be amended and supplemented.

NINTH: The effective time and date of these Amended and Restated Articles of Incorporation shall be 11:30 p.m. on March 31, 2001.

Exhibit B

SMITHKLINE BEECHAM CORPORATION

BY-LAWS

ADOPTED JUNE 29, 1929, WITH ALL
AMENDMENTS TO AND INCLUDING MARCH 31, 2001

ARTICLE I.
SHAREHOLDERS' MEETINGS

SECTION 1. ANNUAL MEETINGS. The annual meeting of the shareholders of this Corporation shall be held at such time and place and on such date as the Board of Directors may designate, at which time the shareholders shall elect the Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special meetings of the shareholders may be called at any time by the President, or the Board of Directors or the holders of not less than one-fifth of all the shares outstanding and entitled to vote at the particular meeting. At any time upon the request of any person or persons who shall have duly called a special meeting, it shall be the duty of the Secretary to fix the date of the meeting, which shall be not more than sixty days after the receipt of the request.

SECTION 3. NOTICES. A written notice of every meeting of shareholders, specifying the place, day and hour of the meeting, shall be mailed by the Secretary at least ten days prior to the meeting, to each shareholder entitled to vote thereat, at his address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of notice. In the case of special meetings, the notice shall state the general nature of the business to be transacted thereat and no business shall be transacted at special meetings except that indicated in the notice.

SECTION 4. QUORUM. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares entitled to vote at the meeting shall constitute a quorum at any meeting of the shareholders; but if the meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time, provided, however, that in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall, nevertheless, constitute a quorum for the purpose of electing directors.

SECTION 5. RECORD DATE. The Board of Directors may fix a time, not more than fifty days prior to the date of any meeting of shareholders, or the date fixed for

the payment of any dividend or distribution, or the date of the allotment of rights or the date when any change or conversion or exchange of shares will be made or go into effect, as a record date of the determination of the shareholders entitled to notice or, or to vote at, any such meeting, or entitled to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of shares. In such case, only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote, at, such meeting or to receive payment of such dividend, or to receive such allotment or rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after any record date fixed, as aforesaid.

ARTICLE II.
DIRECTORS

SECTION 1. NUMBER. The business of this Corporation shall be managed by a Board of Directors which shall consist of five members. The Board of Directors shall have power to increase or decrease the number of directors and to fill any vacancies in their number, including vacancies resulting from any increase in the number of directors. Directors need not be shareholders.

SECTION 2. AGE QUALIFICATION. Except as otherwise specifically provided by the Board of Directors, (a) no person shall be elected a director after reaching 69 years of age, (b) no person who has been an officer or full-time employee of the Corporation, or any subsidiary thereof, other than President or Chairman of the Board, shall be elected a director after reaching 65 years of age and (c) no person shall be elected Chairman of the Board after reaching 65 years of age.

SECTION 3. TERM. Directors shall hold office until the next annual election and until their successors are elected and qualified.

SECTION 4. REGULAR MEETINGS. The Board of Directors shall meet at the general office of the Corporation as soon as practicable after the annual meeting of shareholders for the purpose of organization, the election of officers and the transaction of such other business as shall come before the meeting. Other regular meetings shall be held at such times as may be fixed by resolution of the Board of Directors.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chairman of the Board, the President, or the Secretary and shall be called at the request in writing of three or more directors.

SECTION 6. NOTICES. No notice of the organization meeting or of regular meetings of the Board need be given. Notice of the place, day and hour of each special meeting and the general nature of the business to be transacted shall be given by the Secretary to each director either by written notice mailed at least two days before the meeting or by notice given personally or by telephone or telegraph at least 24 hours before the meeting. Notice of any meeting may be waived.

SECTION 7. QUORUM. A majority of the directors in office shall constitute a quorum for the transaction of business. Should there be no quorum, the members present may adjourn from time to time until a quorum is in attendance.

SECTION 8. COMPENSATION. Directors shall receive such compensation for their services as may, from time to time, be fixed by resolution of the Board of Directors.

SECTION 9. PARTICIPATION IN MEETING BY COMMUNICATIONS EQUIPMENT. One or more directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or similar communications equipment be means of which will persons participating in the meeting can hear each other.

ARTICLE III.
EXECUTIVE COMMITTEE

SECTION 1. ELECTION. The Board of Directors may elect from their members each year an Executive Committee which shall include the Chairman of the Board, the President and such additional members, not less than one, as the Board of Directors may from time to time determine. The Chairman of the Board shall be Chairman of the Executive Committee.

SECTION 2. POWERS AND QUORUM. The Executive Committee shall have power to manage the general business and affairs of the Corporation, subject always to the superior direction and control of the Board of Directors. All persons dealing with the Corporation shall have the right to rely upon any resolution adopted by the Executive Committee to the same extent as if it had been duly adopted by the Board of Directors. Two members of the Executive Committee shall constitute a quorum for the transaction of business.

SECTION 3. MEETINGS AND NOTICES. The Executive Committee, by resolution, may fix regular meeting dates, of which no notice need be given to members of the Committee. Special meetings may be held at the call of the Chairman of the Executive Committee, or in his absence, at the call of the President. Notice of the place, day and hour of each special meeting shall be given to each member at least 24 hours before the meeting.

SECTION 4. BOARD SUBMISSION. All action taken by the Executive Committee shall be reported to the Board not later than the next succeeding regular meeting of the Board.

SECTION 5. ALTERNATES. In the absence or disqualification of any member of the Executive Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

ARTICLE IV.
OFFICERS

SECTION 1. ELECTION, POWERS AND DUTIES. The Board of Directors shall have authority to elect the following officers:

(a) A Chairman who shall preside at all meetings of the Board of Directors and shareholders.

(b) A President who shall be the Chief Executive officer of the Corporation. He shall be responsible for the overall management of the business and affairs of the Corporation and shall perform his duties subject to the direction and control of the Board of Directors. In the absence of the Chairman of the Board, the President shall preside at meetings of the Board and shareholders.

(c) One or more Vice Chairmen, Vice Presidents, a Secretary, a Treasurer and such additional officers as the Board of Directors may deem advisable.

Persons elected to the offices of Chairman and President shall be members of the Board and may attend meetings of all committees of the Board and meetings of management committees. The Chairman shall be available to other officers of the Corporation for consultation and advice.

All officers shall perform such duties, shall have such powers and shall be compensated in such manner as these by-laws may provide or as the Board of Directors may prescribe, and shall be removable by the Board at will.

SECTION 2. PLURALITY OF OFFICERS. A person may occupy more than one office except that the offices of President and Secretary may not be held by the same person.

ARTICLE V.
LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, on or after January 27, 1987 unless (a) the director has breached or failed to perform the duties of his office under Section 1721 of the Pennsylvania Business Corporation Law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article V shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or Federal law. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase, but may decrease, a director's liability with respect to actions or failures to act occurring prior to such change.

ARTICLE VI.
INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Corporation shall indemnify any director or officer or employee or agent of the Corporation or any of its subsidiaries who was or is an "authorized representative" of the Corporation (which shall mean, for the purpose of this Article, a director or officer or employee of the Corporation or any of its subsidiaries, or a person serving at the request of the Corporation as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party"(which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article any threatened, ending or completed action, suit, appeal or other proceeding of any nature, whether civil criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, its shareholders or otherwise) by reason of the fact that such person was or is an authorized representative of the Corporation to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for purposes of this Article attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

SECTION 2. ADVANCEMENT OF EXPENSES. The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 1 of this Article in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

SECTION 3. EMPLOYEE BENEFIT PLANS. For purposes of this Article, the Corporation shall be deemed to have requested an officer, director, employee or agent to serve as a fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Corporation also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan; excise taxes assessed on an authorized representative with respect to any transaction with an employee benefit plan shall be deemed "fines"; and action taken or omitted by such person with respect to an employee benefit plan in the performance of duties for a purpose reasonably believed

to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

SECTION 4. SECURITY OF INDEMNIFICATION OBLIGATIONS. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

SECTION 5. RELIANCE UPON PROVISIONS. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

SECTION 6. AMENDMENT OR REPEAL. Notwithstanding anything contained in Article IX of these by-laws, this Article shall not be repealed or amended or modified to limit the indemnification rights provided hereunder except by action of the shareholders. All rights to indemnification under this Article shall be deemed a contract between the Corporation and the person entitled to indemnification under this Article pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment of modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

SECTION 7. SCOPE OF ARTICLE. The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding that office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer, director, employee or agent in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII.
OFFICE AND SEAL

SECTION 1. OFFICE AND RECORDS. The general office of the Corporation, with the books and papers thereto belonging, shall be at Philadelphia, Pennsylvania, in such location as any from time to time be fixed by the Board of Directors.

SECTION 2. SEAL. The seal of this Corporation shall bear the name of the Corporation and the State and the year of its incorporation. The seal shall be in the

custody of the Secretary and shall be affixed by the Secretary or, in his absence, by an Assistant Secretary, unless otherwise provided by resolution of the Board of Directors.

ARTICLE VIII.
STOCK

Share certificates shall be issued to all shareholders. Every share certificate shall be signed by the Chairman of the Board, President or Vice President and the Secretary or Assistant Secretary or the Treasurer or Assistant Treasurer, or such other officers of the Board of Directors may direct and sealed with the corporate seal which may be a facsimile, engraved or printed. Where the certificates are signed by a transfer agent or a registrar, the signature of any officer of the Corporation appearing thereon may be a facsimile, engraved or printed. The fact that an officer whose signature, manual or in facsimile, appears on stock certificates, issued or on hand, shall cease to be an officer of the Corporation shall not invalidate any of such certificates.

ARTICLE IX.
AMENDMENTS

These by-laws may be altered, amended, added to or repealed at any meeting of shareholders by vote of a majority of shares of stock represented at the meeting, provided notice of the change be given in the notice of the meeting; or, except as provided in Articles V and VI, they may be altered, amended, added to or repealed at any meeting of the Board of Directors by vote of a majority of the directors in office, provided notice of the change be given in the manner required for notices of special meetings.

Exhibit C

SMITHKLINE BEECHAM CORPORATION

Directors and Officers

Directors

Robert A. Ingram
Tadataka Yamada
David M. Stout
Michael Corrigan
Paul A. Holcombe, Jr.

Officers

Name	Office(s)
Robert A. Ingram	Chairman
Tadataka Yamada	Vice Chairman
David M. Stout	President
Paul A. Holcombe, Jr.	Senior Vice President and General Counsel – U.S.
Michael Corrigan	Senior Vice President, Finance – U.S. Pharmaceuticals
Richard Edge	Treasurer
Audrey Klijian	Assistant Treasurer
Richard Gossin	Assistant Treasurer
Donald F. Parman	Vice President and Secretary
Teresa M. Hechmer	Assistant Secretary
Sandra C. Henderson	Assistant Secretary
Charles M. Kinzig	Assistant Secretary
David J. Levy	Assistant Secretary
William J. Mosher	Assistant Secretary
Christopher A. Sidoti	Assistant Secretary

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RETURN TO CSC

Microfilm Number _____

Entity Number 333095

MAR 30 2001

Filed with the Department of State on _____

Secretary of the Commonwealth

JK

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The **name** of the corporation surviving the merger is: SmithKline Beecham Corporation

2. **(Check and complete one of the following):**

X The surviving corporation is a domestic business corporation and the (a) **address** of its current registered office in this Commonwealth or (b) **name** of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) One Franklin Plaza, 200 North 16th Street, Philadelphia, PA 19102 Phila.
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

___ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) **address** of its current registered office in this Commonwealth or (b) **name** of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

___ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

_____
Number and Street City State Zip

3. The **name** and the **address** of the registered office in this Commonwealth or **name** of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
Glaxo Wellcome Inc.	CT Corporation System	Philadelphia

THIS IS A TRUE COPY OF THE ORIGINAL SIGNED DOCUMENT FILED WITH THE DEPARTMENT OF STATE.

DSCB:15-1926 (Rev 90)-2

4. **(Check, and if appropriate complete, one of the following):**

___The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

_x_The plan of merger shall be effective on: March 31, 2001 (Date) at 11:30 p.m. (Hour)

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
SmithKline Beecham Corporation	Adopted by the directors and shareholders pursuant to 15 Pa.C.S. § 1924(a).

6. **(Strike out this paragraph if no foreign corporation is a party to the merger).** The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. **(Check, and if appropriate complete, one of the following):**

_x_The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

___Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street ___ City ___ State ___ Zip ___ County ___

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this ___ day of March, 2001.

SMITHKLINE BEECHAM CORPORATION
(Name of Corporation)

BY: Donald F. Parman
(Signature)

TITLE: Donald F. Parman, Secretary

GLAXO WELLCOME INC.
(Name of Corporation)

BY: Paul A. Holcombe Jr.
(Signature)

TITLE: Paul A. Holcombe, Jr., Secretary

PLAN OF MERGER

between

SMITHKLINE BEECHAM CORPORATION

and

GLAXO WELLCOME INC.

PLAN OF MERGER approved on March 29, 2001 by SmithKline Beecham Corporation, a business corporation incorporated under the laws of the Commonwealth of Pennsylvania ("GSK"), and by resolution adopted by its Board of Directors on said date, and approved on March 28, 2001 by Glaxo Wellcome Inc., a business corporation formed under the laws of the State of North Carolina ("GWI"), and by resolutions adopted by its Board of Directors on said date.

1. Pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "PBCL") and the provision of the North Carolina Business Corporation Act (the "NCBCA"), GSK and GWI shall be merged with and into a single corporation, to wit, GSK, which shall be the surviving Pennsylvania corporation under the name "SmithKline Beecham Corporation" pursuant to the provisions of the PBCL (the "surviving corporation"). As the "terminating corporation" GWI shall cease to exist at the effective date of the merger in accordance with the provisions of the NCBCA.

2. From and after the effective time of the merger the Amended and Restated Articles of GSK set forth in Exhibit A attached hereto shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the PBCL.

3. From and after the effective time of the merger in the jurisdiction of its organization, the bylaws as set forth in Exhibit B attached hereto, shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the BCL.

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4. Upon the effective date of the merger the directors and officers as set forth in Exhibit C attached hereto, shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The 483,238 issued and outstanding shares of common stock of the terminating corporation immediately prior to the effective date of merger shall, upon the effective date of the merger, be converted into 624 shares of common stock of the surviving corporation. The 131,000,867 issued and outstanding shares of common stock of the surviving corporation immediately prior to the effective date of merger shall, upon the effective date of the merger, be converted into 376 shares of common stock of the surviving corporation. Neither the terminating company nor the surviving company has issued and outstanding any equity securities or securities, agreements or instruments convertible into or exercisable for equity securities other than the shares of common stock referred to in this Section 5.

6. In the event that this Plan of Merger shall have been fully approved and adopted on behalf of (i) the terminating corporation in the manner prescribed by the provisions of the NCBCA, and, (ii) the surviving corporation in accordance with the provisions of the PBCL, and the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in accordance with the provisions of said NCBCA and PBCL, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Pennsylvania and the laws of the State of North Carolina and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute the Articles of Merger on behalf of said corporations, respectively, in conformity with the provisions of the PBCL; and the Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and

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all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for. The effective time of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the PBCL shall govern the same, be March 31, 2001 at 11:30 p.m.

IN WITNESS WHEREOF, the parties intending to be legally bound hereto have executed this Plan of Merger effective as of the date first above written.

SMITHKLINE BEECHAM CORPORATION

By: Donald F. Parman
Name: Donald F. Parman
Title: Secretary

GLAXO WELLCOME INC.

By: Paul A. Holcombe, Jr.
Name: Paul A. Holcombe, Jr.
Title: Secretary

Exhibit A

SMITHKLINE BEECHAM CORPORATION

Amended and Restated Articles of Incorporation

FIRST: The name of the corporation (hereinafter called the "Corporation") is SmithKline Beecham Corporation.

SECOND: The location and post office address of the current registered office of the Corporation in the Commonwealth of Pennsylvania is One Franklin Plaza, Philadelphia, Pennsylvania 19102.

THIRD: The Corporation is incorporated under the Business Corporation Law of 1988. The Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all business for which corporations may be incorporated under the Pennsylvania Business Corporation Law, including but not limited to buying, selling and otherwise dealing with drugs, medicines, chemicals, foods, cosmetics, toiletries, and all supplies, devices and services used by the health professions, or the drug trade.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 3,000 shares divided into 2,000 shares of common stock with a par value of one dollar per share, and 1,000 shares of preferred stock without par value.

FIFTH: The Board of Directors of the Corporation shall have the power, by resolution duly adopted, to issue from time to time, in whole or in part, the authorized and unissued shares into classes or series, or both, and to determine for any such class or series its voting rights, designations, preferences, limitations and any special rights.

SIXTH: Any actions required or permitted to be taken at a meeting of shareholders may be taken without a meeting pursuant to Section 1766 of the Business Corporation Law of 1988, as the same may be amended and supplemented, upon the

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written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting

SEVENTH: Shareholders of the Corporation shall not be entitled to cumulative voting rights in elections of Directors.

EIGHTH: The personal liability of the directors of the Corporation is limited to the fullest extent permitted by the provisions of the Business Corporation Law of 1988 as the same may be amended and supplemented.

NINTH: The effective time and date of these Amended and Restated Articles of Incorporation shall be 11:30 p.m. on March 31, 2001.

Exhibit B

SMITHKLINE BEECHAM CORPORATION

BY-LAWS

ADOPTED JUNE 29, 1929, WITH ALL
AMENDMENTS TO AND INCLUDING MARCH 31, 2001

ARTICLE I.
SHAREHOLDERS' MEETINGS

SECTION 1. ANNUAL MEETINGS. The annual meeting of the shareholders of this Corporation shall be held at such time and place and on such date as the Board of Directors may designate, at which time the shareholders shall elect the Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special meetings of the shareholders may be called at any time by the President, or the Board of Directors or the holders of not less than one-fifth of all the shares outstanding and entitled to vote at the particular meeting. At any time upon the request of any person or persons who shall have duly called a special meeting, it shall be the duty of the Secretary to fix the date of the meeting, which shall be not more than sixty days after the receipt of the request.

SECTION 3. NOTICES. A written notice of every meeting of shareholders, specifying the place, day and hour of the meeting, shall be mailed by the Secretary at least ten days prior to the meeting, to each shareholder entitled to vote thereat, at his address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of notice. In the case of special meetings, the notice shall state the general nature of the business to be transacted thereat and no business shall be transacted at special meetings except that indicated in the notice.

SECTION 4. QUORUM. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares entitled to vote at the meeting shall constitute a quorum at any meeting of the shareholders; but if the meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time, provided, however, that in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall, nevertheless, constitute a quorum for the purpose of electing directors.

SECTION 5. RECORD DATE. The Board of Directors may fix a time, not more than fifty days prior to the date of any meeting of shareholders, or the date fixed for

the payment of any dividend or distribution, or the date of the allotment of rights or the date when any change or conversion or exchange of shares will be made or go into effect, as a record date of the determination of the shareholders entitled to notice or, or to vote at, any such meeting, or entitled to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of shares. In such case, only such shareholders as shall be shareholders of record on the date so fixed shall be entitled to notice of, or to vote, at, such meeting or to receive payment of such dividend, or to receive such allotment or rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after any record date fixed, as aforesaid.

ARTICLE II.
DIRECTORS

SECTION 1. NUMBER. The business of this Corporation shall be managed by a Board of Directors which shall consist of five members. The Board of Directors shall have power to increase or decrease the number of directors and to fill any vacancies in their number, including vacancies resulting from any increase in the number of directors. Directors need not be shareholders.

SECTION 2. AGE QUALIFICATION. Except as otherwise specifically provided by the Board of Directors, (a) no person shall be elected a director after reaching 69 years of age, (b) no person who has been an officer or full-time employee of the Corporation, or any subsidiary thereof, other than President or Chairman of the Board, shall be elected a director after reaching 65 years of age and (c) no person shall be elected Chairman of the Board after reaching 65 years of age.

SECTION 3. TERM. Directors shall hold office until the next annual election and until their successors are elected and qualified.

SECTION 4. REGULAR MEETINGS. The Board of Directors shall meet at the general office of the Corporation as soon as practicable after the annual meeting of shareholders for the purpose of organization, the election of officers and the transaction of such other business as shall come before the meeting. Other regular meetings shall be held at such times as may be fixed by resolution of the Board of Directors.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chairman of the Board, the President, or the Secretary and shall be called at the request in writing of three or more directors.

SECTION 6. NOTICES. No notice of the organization meeting or of regular meetings of the Board need be given. Notice of the place, day and hour of each special meeting and the general nature of the business to be transacted shall be given by the Secretary to each director either by written notice mailed at least two days before the meeting or by notice given personally or by telephone or telegraph at least 24 hours before the meeting. Notice of any meeting may be waived.

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SECTION 7. QUORUM. A majority of the directors in office shall constitute a quorum for the transaction of business. Should there be no quorum, the members present may adjourn from time to time until a quorum is in attendance.

SECTION 8. COMPENSATION. Directors shall receive such compensation for their services as may, from time to time, be fixed by resolution of the Board of Directors.

SECTION 9. PARTICIPATION IN MEETING BY COMMUNICATIONS EQUIPMENT. One or more directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or similar communications equipment be means of which will persons participating in the meeting can hear each other.

ARTICLE III.
EXECUTIVE COMMITTEE

SECTION 1. ELECTION. The Board of Directors may elect from their members each year an Executive Committee which shall include the Chairman of the Board, the President and such additional members, not less than one, as the Board of Directors may from time to time determine. The Chairman of the Board shall be Chairman of the Executive Committee.

SECTION 2. POWERS AND QUORUM. The Executive Committee shall have power to manage the general business and affairs of the Corporation, subject always to the superior direction and control of the Board of Directors. All persons dealing with the Corporation shall have the right to rely upon any resolution adopted by the Executive Committee to the same extent as if it had been duly adopted by the Board of Directors. Two members of the Executive Committee shall constitute a quorum for the transaction of business.

SECTION 3. MEETINGS AND NOTICES. The Executive Committee, by resolution, may fix regular meeting dates, of which no notice need be given to members of the Committee. Special meetings may be held at the call of the Chairman of the Executive Committee, or in his absence, at the call of the President. Notice of the place, day and hour of each special meeting shall be given to each member at least 24 hours before the meeting.

SECTION 4. BOARD SUBMISSION. All action taken by the Executive Committee shall be reported to the Board not later than the next succeeding regular meeting of the Board.

SECTION 5. ALTERNATES. In the absence or disqualification of any member of the Executive Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

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ARTICLE IV.
OFFICERS

SECTION 1. ELECTION, POWERS AND DUTIES. The Board of Directors shall have authority to elect the following officers:

(a) A Chairman who shall preside at all meetings of the Board of Directors and shareholders.

(b) A President who shall be the Chief Executive officer of the Corporation. He shall be responsible for the overall management of the business and affairs of the Corporation and shall perform his duties subject to the direction and control of the Board of Directors. In the absence of the Chairman of the Board, the President shall preside at meetings of the Board and shareholders.

(c) One or more Vice Chairmen, Vice Presidents, a Secretary, a Treasurer and such additional officers as the Board of Directors may deem advisable.

Persons elected to the offices of Chairman and President shall be members of the Board and may attend meetings of all committees of the Board and meetings of management committees. The Chairman shall be available to other officers of the Corporation for consultation and advice.

All officers shall perform such duties, shall have such powers and shall be compensated in such manner as these by-laws may provide or as the Board of Directors may prescribe, and shall be removable by the Board at will.

SECTION 2. PLURALITY OF OFFICERS. A person may occupy more than one office except that the offices of President and Secretary may not be held by the same person.

ARTICLE V.
LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, on or after January 27, 1987 unless (a) the director has breached or failed to perform the duties of his office under Section 1721 of the Pennsylvania Business Corporation Law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article V shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or Federal law. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase, but may decrease, a director's liability with respect to actions or failures to act occurring prior to such change.

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ARTICLE VI.
INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Corporation shall indemnify any director or officer or employee or agent of the Corporation or any of its subsidiaries who was or is an "authorized representative" of the Corporation (which shall mean, for the purpose of this Article, a director or officer or employee of the Corporation or any of its subsidiaries, or a person serving at the request of the Corporation as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party"(which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article any threatened, ending or completed action, suit, appeal or other proceeding of any nature, whether civil criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, its shareholders or otherwise) by reason of the fact that such person was or is an authorized representative of the Corporation to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for purposes of this Article attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

SECTION 2. ADVANCEMENT OF EXPENSES. The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 1 of this Article in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

SECTION 3. EMPLOYEE BENEFIT PLANS. For purposes of this Article, the Corporation shall be deemed to have requested an officer, director, employee or agent to serve as a fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Corporation also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan; excise taxes assessed on an authorized representative with respect to any transaction with an employee benefit plan shall be deemed "fines"; and action taken or omitted by such person with respect to an employee benefit plan in the performance of duties for a purpose reasonably believed

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to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

SECTION 4. SECURITY OF INDEMNIFICATION OBLIGATIONS. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

SECTION 5. RELIANCE UPON PROVISIONS. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

SECTION 6. AMENDMENT OR REPEAL. Notwithstanding anything contained in Article IX of these by-laws, this Article shall not be repealed or amended or modified to limit the indemnification rights provided hereunder except by action of the shareholders. All rights to indemnification under this Article shall be deemed a contract between the Corporation and the person entitled to indemnification under this Article pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment of modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

SECTION 7. SCOPE OF ARTICLE. The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under statute, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding that office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer, director, employee or agent in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII.
OFFICE AND SEAL

SECTION 1. OFFICE AND RECORDS. The general office of the Corporation, with the books and papers thereto belonging, shall be at Philadelphia, Pennsylvania, in such location as any from time to time be fixed by the Board of Directors.

SECTION 2. SEAL. The seal of this Corporation shall bear the name of the Corporation and the State and the year of its incorporation. The seal shall be in the

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custody of the Secretary and shall be affixed by the Secretary or, in his absence, by an Assistant Secretary, unless otherwise provided by resolution of the Board of Directors.

ARTICLE VIII.
STOCK

Share certificates shall be issued to all shareholders. Every share certificate shall be signed by the Chairman of the Board, President or Vice President and the Secretary or Assistant Secretary or the Treasurer or Assistant Treasurer, or such other officers of the Board of Directors may direct and sealed with the corporate seal which may be a facsimile, engraved or printed. Where the certificates are signed by a transfer agent or a registrar, the signature of any officer of the Corporation appearing thereon may be a facsimile, engraved or printed. The fact that an officer whose signature, manual or in facsimile, appears on stock certificates, issued or on hand, shall cease to be an officer of the Corporation shall not invalidate any of such certificates.

ARTICLE IX.
AMENDMENTS

These by-laws may be altered, amended, added to or repealed at any meeting of shareholders by vote of a majority of shares of stock represented at the meeting, provided notice of the change be given in the notice of the meeting; or, except as provided in Articles V and VI, they may be altered, amended, added to or repealed at any meeting of the Board of Directors by vote of a majority of the directors in office, provided notice of the change be given in the manner required for notices of special meetings.

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Exhibit C

SMITHKLINE BEECHAM CORPORATION

Directors and Officers

Directors

Robert A. Ingram
Tadataka Yamada
David M. Stout
Michael Corrigan
Paul A. Holcombe, Jr.

Officers

Name	Office(s)
Robert A. Ingram	Chairman
Tadataka Yamada	Vice Chairman
David M. Stout	President
Paul A. Holcombe, Jr.	Senior Vice President and General Counsel – U.S.
Michael Corrigan	Senior Vice President, Finance – U.S. Pharmaceuticals
Richard Edge	Treasurer
Audrey Klijian	Assistant Treasurer
Richard Gossin	Assistant Treasurer
Donald F. Parman	Vice President and Secretary
Teresa M. Hechmer	Assistant Secretary
Sandra C. Henderson	Assistant Secretary
Charles M. Kinzig	Assistant Secretary
David J. Levy	Assistant Secretary
William J. Mosher	Assistant Secretary
Christopher A. Sidoti	Assistant Secretary

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

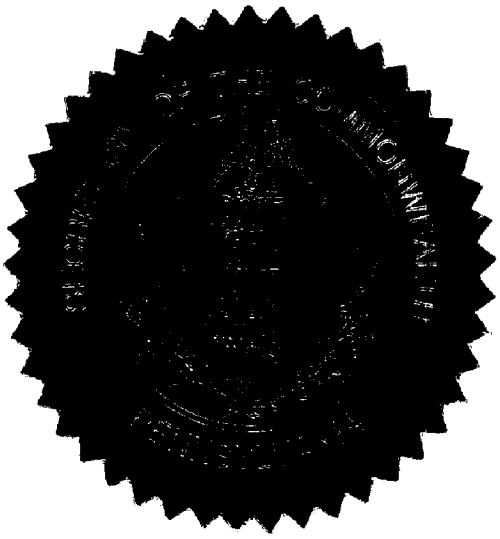
APRIL 05, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

SMITHKLINE BEECHAM CORPORATION

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger restating the Articles of Incorporation in their entirety

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Pizzingrilli

Secretary of the Commonwealth

DPOS