



11-06-2001

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U.S. DEPARTMENT OF COMMERCE
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RECORDATION FORM COVER SHEET
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11/6/01

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Block Drug Company (Canada) Ltd.
7600 Danbro Crescent
Mississauga, Ontario L5N 6L6
CANADA

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other

Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies):
Name: GlaxoSmithKline Consumer Healthcare, Inc.
Internal Address
Street Address: : 2030 Bristol Circle,
Oakville, Ontario L6H 5V2
Canada

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached?
 Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date:

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	403634
	404203
	1773982

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Christopher A. Sidoti
GlaxoSmithKline
709 Swedeland Road, UW2221
King of Prussia, PA 19406

6. Total number of applications and registration involved: 3

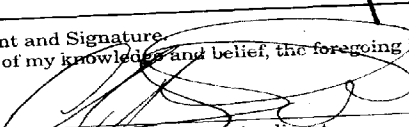
7. Total Fee (37 CFR 3.41): \$90.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No.
 Authorized to be charged to Deposit Account

8. Deposit Account No. : 192573
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9. 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.


Christopher A. Sidoti, Attorney for Applicant

November 6, 2001
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: 10

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Mail documents to be recorded with required cover sheet information to:
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TRADEMARK
REEL: 002397 FRAME: 0253

In re Applications of: GlaxoSmithKline Consumer Healthcare, Inc.
2030 Bristol Circle
Oakville, Ontario L6H 5V2
Canada
[Amalgamated from Block Drug Company (Canada) Ltd.]

Reg. No.: 403634
Mark: BABY'S OWN

Reg. No.: 404203
Mark: BABY'S OWN

Reg. No.: 1773982
Mark: SPECTRODERM

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

DESIGNATION OF DOMESTIC REPRESENTATIVE

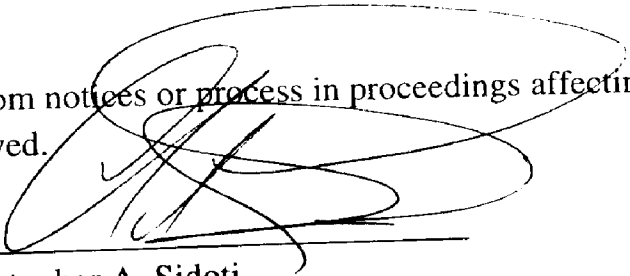
Dear Sir:

Applicant hereby revokes all previous domestic representative designations and appoints

Christopher A. Sidoti, Esq., whose postal address is:

GlaxoSmithKline
CIP - Trademarks UW2221
709 Swedeland Road
P.O. Box 1539
King of Prussia, PA 19406
United States of America,

applicant's representative upon whom notices or process in proceedings affecting the marks identified above may be served.



Christopher A. Sidoti
Attorney for Applicant

Date: November 6, 2001

Express Mail Mailing Label Number EL709200649US

Date of Deposit November 6, 2001

TRADEMARK
REEL: 002397 FRAME: 0254



Industry Canada Industrie Canada

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

I HEREBY CERTIFY THAT THE ATTACHED IS A TRUE COPY OF THE DOCUMENT MAINTAINED IN THE RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE DOCUMENT CI-JOINT EST UNE COPIE EXACTE D'UN DOCUMENT CONTENU DANS LES LIVRES TENUS PAR LE DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Certificat
de fusion**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

GLAXOSMITHKLINE CONSUMER HEALTHCARE INC./

**GLAXOSMITHKLINE SOINS DE SANTÉ AUX CONSOMMATEURS
INC.**

391577-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

July 1, 2001 / le 1 juillet 2001

Date of Amalgamation - Date de fusion

Canada

CANADA BUSINESS
CORPORATIONS ACT
FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

LOI RÉGISSANT LES SOCIÉTÉS
PAR ACTIONS DE RÉGIME FÉDÉRAL
FORMULE 9
STATUTS DE FUSION
(ARTICLE 185)

1.	Name of amalgamated corporation GLAXOSMITHKLINE CONSUMER HEALTHCARE INC./ GLAXOSMITHKLINE SOINS DE SANTÉ AUX CONSOMMATEURS INC.	Dénomination de la société issue de la fusion
2.	The place in Canada where the registered office is to be situated The Town of Oakville in the Regional Municipality of Halton, Province of Ontario	Lieu au Canada où doit être situé le siège social
3.	The classes and any maximum number of shares that the corporation is authorized to issue The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preference shares, the rights, privileges, restrictions and conditions of which are annexed hereto as Schedule "A".	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4.	Restrictions, if any, on share transfers No share or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors, or (b) the holders of at least 51% of the outstanding voting shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding voting shares of the Corporation.	Restrictions sur le transfert des actions, s'il y a lieu
5.	Number (or minimum and maximum number) of directors Minimum of one (1) director; maximum of ten (10) directors.	Nombre (ou nombre minimal et maximal) d'administrateurs
6.	Restrictions, if any, on business the corporation may carry on None	Limites imposée à l'activité commerciale de la société, s'il y a lieu
7.	Other provisions, if any <u>Limitation on Number of Shareholders</u> The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder. <u>No Public Distribution</u> Any invitation to the public to subscribe for securities of the Corporation is prohibited. <u>Authorization to Appoint Additional Directors</u> The directors may, within the maximum number permitted by the articles, appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.	Autres dispositions, s'il y a lieu

8. The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

- 183
 184(1)
 184(2)

9. Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
GlaxoSmithKline Consumer Healthcare Inc./ GlaxoSmithKline Soins de Santé aux Consommateurs Inc.	389866-1 391438-1	<i>W. Ballitt</i>	July 1, 2001	<i>Secretary</i>
Block Drug Company (Canada) Limited		<i>W. Ballitt</i>	July 1, 2001	<i>Secretary</i>

FOR DEPARTMENTAL USE ONLY
 À L'USAGE DU MINISTÈRE SEULEMENT
 Corporation No. - N° de la société **391 577-8**

Filed - Déposée
29-JUN-2001

**Schedule "A" to the Articles of Amalgamation of
GlaxoSmithKline Consumer Healthcare Inc./
GlaxoSmithKline Soins de Santé Aux Consommateurs Inc.**

Common Shares

The holders of the common shares shall be entitled:

- (a) to vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;
- (b) to receive, subject to the rights of the holders of any other classes of shares, any dividend declared by the Corporation; and
- (c) to receive, subject to the rights of the holders of any other classes of shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Preference Shares

Definitions

In these share conditions, the following words and phrases shall have the following meanings:

- (i) "redemption amount" of each preference share means \$1,000.00 per share;
- (ii) "redemption price" of each preference share means the redemption amount plus an amount equal to all dividends which have at the relevant time been declared or accrued thereon but which have not then been paid (if any); and
- (iii) "Act" means the Canada Business Corporations Act.

Voting Rights

Subject to the Act, the holders of the preference shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting, but shall be entitled to receive notice of and to attend, any meeting of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business.

time being. If a part only of the preference shares represented by any certificates are redeemed, a new certificate for the balance shall be issued by the Corporation.

(d) Cessation of Rights - The preference shares shall be redeemed on the redemption date and thereafter such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, unless payment of the redemption price is not made on the redemption date, in which case the rights of the holders of such shares shall remain unaffected.

Distribution Rights

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the preference shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the common shares, an amount equal to the redemption price of such preference shares and no more.

(e) Cessation of Rights - From and after the date specified for redemption in any such notice, the preference shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, unless payment of the redemption price of the preference shares shall not be made upon presentation of the certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.

(f) Deposit of Redemption Price - The Corporation shall have the right, at any time after the mailing of notice of its intention to redeem any shares, to deposit the redemption price of the preference shares so called for redemption or of such of the said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with any such redemption, in a special account in any chartered bank or any trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and, on such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the preference shares in respect of which such deposit shall have been made shall be redeemed and the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price of the preference shares so deposited, against presentation and surrender of the said certificates held by them respectively, and interest allowed on any such deposit shall belong to the Corporation.

Redemption at Option of Holder

(a) General - Subject to the Act, a holder of any preference shares shall be entitled to require the Corporation to redeem the whole or any part of the preference shares registered in the name of such holder on the books of the Corporation.

(b) Notice - A holder of such shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying (i) that such holder desires to have the whole or any part of the preference shares registered in his name redeemed by the Corporation and (ii) the business day, which shall be not less than 30 days after the day on which the request in writing is given to the Corporation, on which the holder desires to have the Corporation redeem such shares (the "redemption date"), together with the share certificates, if any, representing the preference shares which the registered holder desires to have the Corporation redeem.

(c) Redemption Procedure - Upon receipt of such request and share certificates, the Corporation shall, on the redemption date, redeem such shares by paying to such registered holder an amount equal to the redemption price. Such payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the

Dividends

Subject to the Act, the holders of the preference shares shall in each financial year of the Corporation in the discretion of the directors, but always in preference and priority to any payment of dividends on the common shares, be entitled to non-cumulative dividends at a rate to be fixed by the directors of the Corporation in their absolute discretion, such amount to be payable in one or more instalments, and no dividends shall be paid or set apart for payment upon the common shares unless dividends have first been declared and paid or set aside for payment on the preference shares.

Redemption at Option of Corporation

(a) General - Subject to the Act, the Corporation may redeem the whole or any part of the issued preference shares on payment of the redemption price for each share to be redeemed.

(b) Notice - Unless all the holders of the preference shares to be redeemed shall have waived notice of such redemption, the Corporation shall give not less than 30 days' notice in writing of such redemption by mailing to each person who at the date of mailing is a registered holder of the preference shares to be redeemed a notice in writing of the intention of the Corporation to redeem such preference shares. Such notice shall be mailed in a prepaid envelope addressed to each such shareholder at his address as it appears on the books of the Corporation or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder, provided however, that accidental failure or omission to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the redemption price of the shares to be redeemed and the date on which redemption is to take place and, if part only of the preference shares held by the person to whom notice is given is to be redeemed, the number thereof so to be redeemed.

(c) Redemption Procedure - On or after the date so specified for redemption in such notice, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the shares to be redeemed the redemption price of such shares on presentation and surrender, at the registered office of the Corporation or any other place designated in such notice, of the certificates representing the shares so called for redemption. Such payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being.

(d) Partial Redemption - In case a part only of the preference shares is at any time to be redeemed, the shares so to be redeemed shall either be selected by lot in such manner as the board of directors in its sole discretion shall determine or, if the board of directors so determines, shall be redeemed pro rata, disregarding fractions, and the board of directors may provide for such adjustments as may be necessary to avoid the redemption of fractions of shares. If a part only of the preference shares represented by any certificates are redeemed, a new certificate for the balance shall be issued by the Corporation.