

02-14-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Shire Richwood Inc. 1-28-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Kentucky Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Shire US Inc.
Internal Address:
Street Address: 7900 Tanners Gate Drive Suite 200
City: Florence State: KY Zip: 41042
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New Jersey Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger Security Agreement Change of Name Other
Effective Date: March 31, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,975,246
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Shire US Inc.
Internal Address: Attn: Aaron P. Buda
Street Address: 7900 Tanners Gate Drive Suite 200
City: Florence State: KY Zip: 41042

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed Authorized to be charged to deposit account
8. Deposit account number: n/a
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

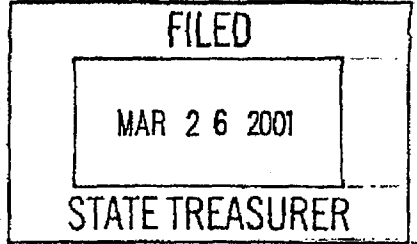
9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Kevin T. Anderson
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002442 FRAME: 0672

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Department of the Treasury
Division of Revenue
Certificate of Merger/Consolidation (Profit Corporation)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): Merger Consolidation

2. Name Of Surviving Business Entity: SHIRE US INC.

3. Name(s)/Jurisdiction(s) Of Each Participating Business Entity:

Name	Jurisdiction	Identification # Assigned by Treasurer (If Applicable)
SHIRE US INC.	NJ	0100-2068-48
SHIRE RICHWOOD INC.	KY	N/A

4. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name SHIRE US INC. Outstanding Shares 2,500
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

-b Corp. Name SHIRE RICHWOOD INC. Outstanding Shares 1,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

-c Corp. Name N/A Outstanding Shares N/A
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

	Votes For	Votes Against
Corp. a	2,500	0
Corp. b	1,000	0
Corp. c	N/A	N/A

5. Service of Process Address (For use if surviving business entity is not authorized or registered by the Treasurer's Office):
The Corporation Trust Company, Mountain View Park, 800 Bear Cavern Road, 3d Floor, West Trenton, NJ 08628
The Treasurer is hereby appointed as agent to accept service of process and to forward same to the address above.

6. Effective Date: (if other than filing date; not to exceed 90 days from filing date) End of Business Day March 31, 2001

Signature: William A. Nuerge President 19 MARCH 01
Name Title Date

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, insure that you obtain and attach to your filing submission a Tax Clearance Certificate for each participating Corporation.

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

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

I. Parties

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

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

II. Merger

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

III. Name; location; purposes; shares

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

IV. Directors

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

V. Articles of Incorporation

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

VI. By-Laws

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

VII. Statutory agent

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

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

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

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

VIII. Terms of merger

8.1 The terms of the merger and the manner of carrying them into effect shall be as follows:

8.1.1 At the Effective Time (as defined in Section XI, below), by virtue of the Merger and without any action on the part of either Shire Richwood Inc. or Shire US Inc., each share of Shire Richwood Inc. Inc. shall be cancelled without any payment of consideration therefore.

8.1.2 In accordance with the applicable laws of the State of New Jersey, at the Effective Time:

- (a) The parties to the Plan of Merger shall be a single corporation.
- (b) The separate corporate existence of Shire Richwood Inc. shall cease.
- (c) The surviving corporation shall possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of each of the merging corporations.
- (d) All real property and personal property, tangible and intangible, of every kind and description, belonging to each of the corporations so merged shall be vested in the surviving corporation without further act or deed; and the title to any real estate, or in any interest therein, vested in any such corporations shall not revert or in any way be impaired by reason of this merger.
- (e) The surviving corporation shall be liable for all the obligations and liabilities of each of the corporations so merged, and any claim existing or action or proceeding pending against any such corporation may be enforced as if the merger had not taken place.

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

IX. Compliance with state laws of New Jersey and Kentucky

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

X. Assets and liabilities

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

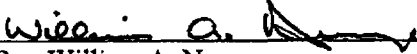
XI. Effective date of merger

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

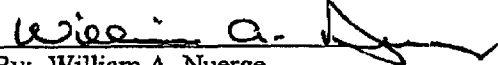
WITNESS the signatures of the authorized officers of each constituent corporation party to this agreement.

March 19, 2001

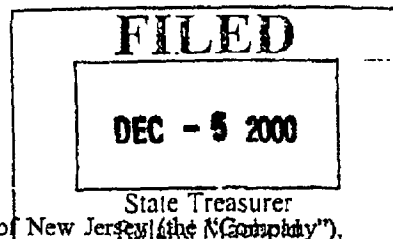
Shire US Inc.


By: William A. Nuerge
Title: President

Shire Richwood Inc.


By: William A. Nuerge
Title: President

AMENDED & RESTATED
CERTIFICATE OF INCORPORATION
SHIRE US INC.



SHIRE US INC., a corporation organized under the laws of the State of New Jersey (the "Company"), pursuant to N.J.S.A. 14A:9-5 of the New Jersey Business Corporation Act, hereby adopts a restated Certificate of Incorporation.

ARTICLE ONE
NAME

- 1.01 The name of the Company is SHIRE US INC.

ARTICLE TWO
REGISTERED OFFICE AND AGENT

- 2.01 The address and principle place of business of Company is 7900 Tanners Gate Drive, Suite 200, Florence, Kentucky 41042.

The name and address of Company's registered agent is:

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

ARTICLE THREE
PURPOSE

- 3.01 The purpose of the Company is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

ARTICLE FOUR
STOCK

- 4.01 The total number of shares of stock that the Company shall have the authority to issue is 2,500 shares without nominal or par value.

ARTICLE FIVE
BOARD OF DIRECTORS

- 5.01 The Company shall have three directors who shall serve until such time as their successors shall have been duly elected or their earlier resignation or vacation of office. These directors shall be:

Rolf Stahel, 7900 Tanners Gate Drive, Suite 200, Florence Kentucky;
Angus Russell, 7900 Tanners Gate Drive, Suite 200, Florence, Kentucky;
Wilson Totten, 7900 Tanners Gate Drive, Suite 200, Florence, Kentucky.

ARTICLE SIX
DURATION

- 6.01 The Company is to have a perpetual existence.

**ARTICLE SEVEN
LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS**

- 7.01 To the fullest extent permitted by the laws of the State of New Jersey, as they may now exist or hereafter be amended, the Directors and Officers of the Company shall not be personally liable to the Company or its shareholders for damages for breach of any duty owed to the Company or its shareholders, except that the provisions of this Article Seven shall not relieve a Director or Officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Company or its shareholders; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of such person of an improper personal benefit. This Section 7.01 shall apply with respect to acts or omissions occurring prior to or after the date of its adoption.

**ARTICLE EIGHT
SHAREHOLDER MEETINGS**

- 8.01 Meetings of shareholders may be held outside the State of New Jersey, if the by-laws shall so provide. The books of the Company may be kept (subject to any contrary provisions of New Jersey statutes) outside the State of New Jersey at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Company. Election of Directors need not be done by ballot unless the by-laws of the Company provide otherwise.

**ARTICLE NINE
AMENDMENTS**

- 9.01 The Company reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, SHIRE US INC. has caused its duly authorized officer to execute this Restated Certificate of Incorporation on this 22nd day of November, 2000.

SHIRE US INC.

By: William A. Nuerge
William A. Nuerge
President

CERTIFICATE TO BE FILED WITH
 RESTATED CERTIFICATE OF INCORPORATION
 PURSUANT TO SECTION 14A:9-5(5)

Pursuant to Section 14A:9-5(5), Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby executes the following certificate:

1. Name of Corporation: Roberts Laboratories, Inc.
2. Restated Certificate of Incorporation was adopted on the 22nd day of November, 2000
3. At the time of the adoption of the Restated Certificate of Incorporation, the number of shares outstanding was 2,500. The total of such shares entitled to vote thereon, and the vote of such shares was:

Total Number of Shares Entitled to Vote	Number of Shares Voted	
2,500	For	Against
	2,500	-0-

At the time of adoption of the Restated Certificate of Incorporation, the number of outstanding shares of each class or series entitled to vote thereon as a class and the vote of such shares, was: (if inapplicable, insert "none".)

<u>Class or Series</u>	<u>Total Number of Shares Entitled to Vote</u>	<u>Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>

NONE

4. Does not apply.
5. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by:

Amending Article One of the original Certificate of Incorporation with the following amendment:

The name of the Company is SHIRE US INC.

6. This amendment to the corporation's Certificate of Incorporation shall be effective upon filing of this Certificate and the accompanying Amended and Restated Certificate of Incorporation with the State of New Jersey

Roberts Laboratories, Inc.
 (Corporate Name)

By

William A. Nuerge

William A. Nuerge, President
 (Type or Print Name and Title)