

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/28/1990
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CERTIFICATE OF OWNERSHIP AND MERGER

OF

THAMES PHARMACAL COMPANY, INC.
(A New York Corporation)

INTO

PHARMED RESEARCH CORP.
(A Delaware Corporation)

It is hereby certified that:

1. Pharmed Research Corp. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Thames Pharmacal Company, Inc., a business corporation of the State of New York.
3. On September 27, 1990, the Board of Directors of the Corporation adopted the following resolutions to merge Thames Pharmacal Company, Inc. into the Corporation:

RESOLVED, that Thames Pharmacal Company, Inc., be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Thames Pharmacal Company, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as if the same were before held and enjoyed by Thames Pharmacal Company, Inc. in its name; and it is further

RESOLVED, that this Corporation shall assume all of the obligations of Thames Pharmacal Company, Inc.; and it is further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and shall cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and it is further

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RESOLVED, that upon the effective date of the merger this Corporation shall change its corporate name to Thames Pharmacal Company, Inc.

Executed on September 27, 1990

PHARMED RESEARCH CORP.

By: 
STEVEN T. BLACKMAN, President

Attest:


DOUGLAS A. HARMON, Secretary