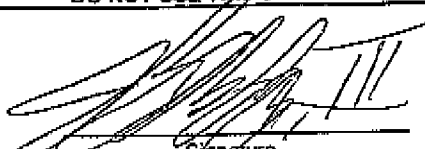


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇄ ⇄ ⇄	<b>RECORDATION FORM COVER SHEET TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): <u>Glaxo Wellcome Inc.</u>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>North Carolina</u> <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>SmithKline Beecham Corporation</u> Internal Address: <u>One Franklin Plaza</u>  Street Address: <u>200 North 16th Street</u> City: <u>Philadelphia</u> State: <u>PA</u> Zip: <u>19102</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Pennsylvania</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No          (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>03/31/2001</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____  B. Trademark Registration No.(s) <u>949183</u>  Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Maury M. Tepper, III</u> <u>Womble Carlyle Sandridge &amp; Rice, PLLC</u> Internal Address: _____  Street Address: <u>PO Box 831</u>  City: <u>Raleigh</u> State: <u>NC</u> Zip: <u>27602</u>	6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">1</span>  7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  8. Deposit account number:  <u>500517</u>	
<b>DO NOT USE THIS SPACE</b>		
9. Signature.  <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;">             _____            Signature         </div> <div style="text-align: right;"> <u>November 4, 2003</u>            Date         </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="text-align: center;"> <u>Maury M. Tepper, III, Esq.</u>            Name of Person Signing         </div> <div style="text-align: right;"> <span style="border: 1px solid black; padding: 2px;">19*</span> </div> </div>		

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

\* Includes two cover pages for paying the filing fee by deposit account.

CH \$40.00 500517 0949183



**State of North Carolina  
Department of The Secretary of State**

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**To all whom these presents shall come, Greetings:**

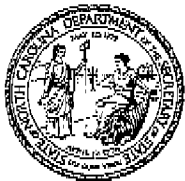
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER**

**OF**

**SMITHKLINE BEECHAM CORPORATION**

the original of which was filed in this office on the 30th day of March, 2001.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 30th day of October, 2003

*Elaine F. Marshall*  
Secretary of State

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GlaxoSmithKline

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 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)  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:
 

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

(If Different) Mailing Address \_\_\_\_\_ City \_\_\_\_\_  
 State \_\_\_\_\_ Zip Code \_\_\_\_\_
3. The name of the merged entity is Glaxo Wellcome Inc. a (check one)  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.  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)  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.

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- (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, 2001SMITHKLINE 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.

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

(Revised January 2000)  
CORPORATIONS DIVISION

P.O. BOX 29622

(Form L-06)  
RALEIGH, NC 27626-0622

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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

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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

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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.

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**Exhibit B****SMITHKLINE BEECHAM CORPORATION****BY-LAWS****ADOPTED JUNE 29, 1929, WITH ALL  
AMENDMENTS TO AND INCLUDING MARCH 31, 2001**

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**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

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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 by 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 or 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.

OfficersNameOffice(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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