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David H. White
ACTING Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 80)

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):

☒ 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 Philadelphia Pennsylvania 19101 Philadelphia
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 County

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
<u>SK Realty Corporation (DE)</u>	<u>One Franklin Plaza, Phila., PA 19101</u>	<u>Philadelphia</u>
<u>Beecham Inc. (DE)</u>	<u>-- not qualified to transact business in Pennsylvania.</u>	

Norden Laboratories, Inc. (DE) -- not qualified to transact business in Pennsylvania.

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.

XXThe plan of merger shall be effective on January 1, 1992 at _____
Date 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 action of the board of directors of the
SK Realty Corporation	corporation pursuant to 15 Pa.C.S. § 1924(a)
Beecham Inc.	"
Norden Laboratories, Inc.	"

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):

XXThe 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

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 December, 1991.

SmithKline Beecham Corporation

(Name of Corporation)

BY: A. J. White
(Signature)

TITLE: Vice President

SK Realty Corporation

(Name of Corporation)

BY: A. J. White
(Signature)

TITLE: President

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Becton Inc.

(Name of Corporation)

BY: A. J. White

(Signature)

TITLE: Vice President

Norden Laboratories, Inc.

(Name of Corporation)

BY: A. J. White

(Signature)

TITLE: Vice President

PLAN OF MERGER

* * * * *

FIRST: SmithKline Beecham Corporation, a corporation organized under the laws of the State of Pennsylvania, shall merge with and into itself and assume the liabilities and obligations of SK Realty Corporation, a corporation organized under the laws of the State of Delaware, BEECHAM INC., a corporation organized under the laws of the State of Delaware and Norden Laboratories, Inc., a corporation organized under the laws of the State of Delaware. The name of the surviving corporation is SmithKline Beecham Corporation.

SECOND: All of the issued and outstanding shares of SmithKline Beecham Corporation, the surviving corporation, shall be unaffected by the merger. All of the issued and outstanding shares of SK Realty Corporation, Beecham Inc. and Norden Laboratories, Inc., the merging corporations, on the effective date of the merger shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

THIRD: The Articles of Incorporation of SmithKline Beecham Corporation shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

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FOURTH: The by-laws of SmithKline Beecham Corporation shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of SmithKline Beecham Corporation shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on January 1, 1992.



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

AUGUST 28, 1997

TO ALL WHOM THESE PRESENTS SHALL COME. GREETING:

SMITHKLINE BEECHAM CORPORATION

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

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.

A handwritten signature in cursive script, reading "Yvette Kane".

Secretary of the Commonwealth

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