

Patent 5,034,394

02-29-2000

REC

ET



101256173

MW
2-23-00

To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office

d original documents or copy thereof.

1. Name of conveying party(ies):

Burroughs Wellcome CO.

Additional name(s) of conveying party(ies) attached?

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other **State of North Carolina Certificate of Name**

Change with Articles of Incorporation of Glaxo Wellcome Inc. and Articles of Amendment of Burroughs Wellcome Co name changed to Glaxo Wellcome Inc.

Execution Date **31 October 1995 under Articles of Amendment**

2. Name and address of receiving party(ies):

Name: **Glaxo Wellcome Inc..**

Internal Address: **Global Intellectual Property**

Street Address: **Five Moore Drive, PO Box 13398**

Research Triangle Park, NC 27709-3398

Additional name(s) & address(es) attached?

Yes

No

4. Application number(s) or patent number(s):

Patent No. 5,034,394 issued July 23, 1991

If this document is being filed together with a new application, the Express Mail date of the application is:

A. Patent Application No.(s)

Patent No.(s)

Additional numbers attached?

Yes

X No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **David J. Levy
Patent Counsel**

Internal Address: **Glaxo Wellcome Inc.
Global Intellectual Property**

Street Address: **Five Moore Drive
PO Box 13398**

City: **RTP** State: **NC** Zip: **27709**

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41): **\$ 4 0.00**
Enclosed

X Authorized to be charged to deposit account

8. Deposit account number: **07-1392**

Charge 46

DO NOT USE THIS SPACE

9. Statement and signature.

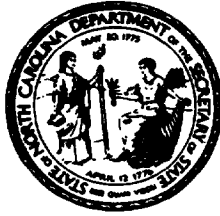
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

X *David J. Levy*
David J. Levy (Reg. No. (27,655))

February 23, 2000
Date

Total number of pages comprising cover sheet: **1 of 1**

STATE OF NORTH CAROLINA



Department of The
Secretary of State

I, **JANICE H. FAULKNER**, Secretary of State of the State of North Carolina, do hereby certify that the following is a listing of all changes in the corporate name of the corporation named below, insofar as disclosed by the records of this office:

Original name at date of incorporation or authorization:

BURROUGHS WELLCOME CO.

State of Incorporation: NC

Date of Incorporation or Authorization: 18 Aug 1970

Name Changes

Name change was effected by

Document and date filed or issued:

Articles of Amendment

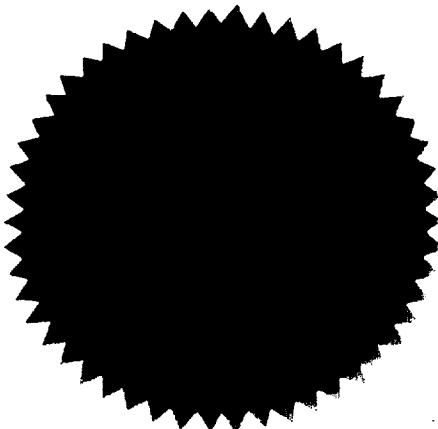
filed 31 Oct 1995

Name changed to:

GLAXO WELLCOME INC.

I **FURTHER CERTIFY** that this certificate is in compliance with North Carolina General Statutes §55-4-05 and may be recorded in the office of the Register of Deeds in the same manner as deeds, the former name of the corporation appearing in the "Grantor" index and the amended name of the corporation appearing in the "Grantee" index.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of September, 1996.



Janice H. Faulkner
Secretary of State

STATE OF NORTH CAROLINA



Department of The
Secretary of State

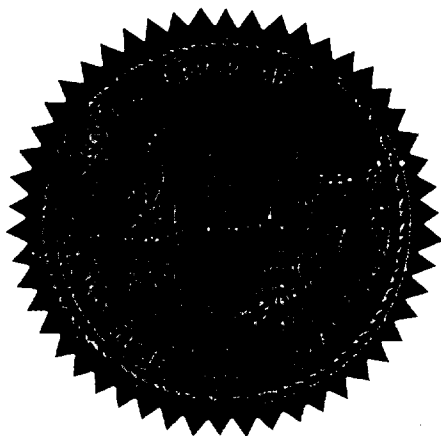
To all whom these presents shall come, Greetings:

I, Janice H. Faulkner, *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 INCORPORATION
OF
GLAXO WELLCOME INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 3rd day of October, 1996.



Janice H. Faulkner
Secretary of State

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

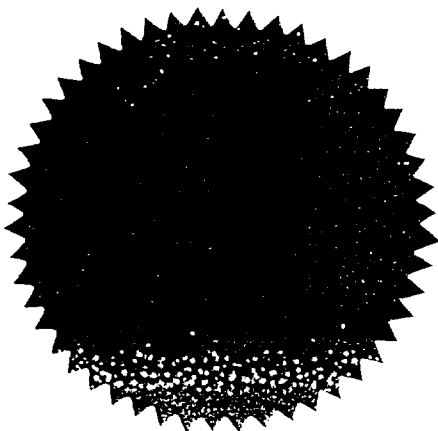
ARTICLES OF AMENDMENT

OF

BURROUGHS WELLCOME CO.
name changed to:
GLAXO WELLCOME INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of November, 1995.



Rufus L. Edmisten

Secretary of State

ARTICLES OF AMENDMENT
OF
BURROUGHS WELLCOME CO.

The undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is Burroughs Wellcome Co.

2. The following amendment to the Articles of Incorporation of the corporation was adopted by its sole shareholder on the 17th day of July, 1991, in the manner prescribed by law:

RESOLVED: That the Articles of Incorporation of Burroughs Wellcome Co. shall be amended by adding the following Article IX:

No person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders or otherwise for monetary damages for breach of any duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) acts or omissions with respect to which the North Carolina Business Corporation Act does not permit the limitation of liability, (iii) any transaction from which the director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the effective date of this Article IX. As used in this Article IX, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a director, officer, employee, independent contractor, attorney, or consultant of the corporation.

Notwithstanding the foregoing provision, in the event that Section 55-2-02 of the North Carolina General Statutes or any other provision of applicable law is amended or enacted to permit further limitation or elimination of the personal liability of directors, the personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article IX shall not affect any provision in the Articles of Incorporation or Bylaws, or a contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article IX shall not adversely affect any limitation hereunder on the personal liability of any director with respect to acts or omissions on the part of such director occurring prior to such repeal or modification.

3. The number of shares of Common Stock, par value \$100.00 per share, of the corporation outstanding at the time of such adoption was 240,000; the number of votes entitled to be cast thereon was 240,000; and the number of votes indisputably represented at the meeting was 240,000.

4. The number of votes cast for such amendment was 240,000; and the number of votes cast against such amendment was 0.

5. These Articles of Amendment will be effective upon filing.

This the 19th day of August, 1991.

BURROUGHS WELLCOME CO.

By: Paul A. Holcombe, Jr.
Paul A. Holcombe, Jr.
Secretary

under Sections 361(b)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended (the "Code"), and the merger of GWI with and into BW, with BW to be the surviving corporation (the "Merger"), under the provisions of § 55-11-04 of the North Carolina Business Corporation Act (the "BCA").

NOW, THEREFORE, the following interdependent actions that are a part of an integrated transaction shall be taken, or caused to be taken, by GWI and BW in implementation of this Plan:

1. Acquisition of GWI Stock by BW. On or before October 30, 1995, BW shall acquire from GWAI all of the GWI Stock in exchange for (i) BW's issuance to GWAI of a promissory note made by BW in favor of GWAI in the aggregate principal amount equal to \$1.5 billion and (ii) BW's issuance to GWAI of 243,238 shares of BW's common stock, \$100.00 per share par value, all pursuant to, and in accordance with the provisions of, the Exchange Agreement by and between GWAI and BW dated as of October 30, 1995, which is hereby incorporated by reference into this Plan.
2. Payment of Dividend by GWI. On October 30, 1995, GWI shall pay to BW the dividend in the amount of \$1.5 billion that was declared by the Board of Directors of GWI pursuant to the unanimous written consent of the Board as of October 10, 1995, by the issuance and delivery of GWI's Promissory Note made by GWI in favor of BW.
3. Plan of Merger.
 - (a) At the Effective Time (as hereinafter defined), (i) GWI shall be merged with and into BW, with BW to be the surviving corporation (hereinafter the "Surviving Corporation"), in accordance with the provisions of this Plan and § 55-11-06 of the BCA, (ii) the separate existence of GWI shall thereby cease, and (iii) BW shall continue its corporate existence as the Surviving Corporation pursuant to the BCA.
 - (b) On October 30, 1995, BW shall cause to be filed with the Secretary of State of the State of North Carolina the Articles of Merger, providing, *inter alia*, that the Merger shall be consummated and become effective as of 11:58 p.m. on October 31, 1995 (the "Effective Time").
 - (c) At the Effective Time:
 - (i) The effect of the Merger shall be as provided in the applicable provisions of the BCA, including, without limitation § 55-11-06, so that the property, rights, privileges, powers and franchises of GWI shall become the property, rights, privileges, powers and franchises of the Surviving Corporation, and the debts, liabilities and duties of GWI shall become the debts, liabilities and duties of the Surviving Corporation;
 - (ii) Each then outstanding share of the capital stock of BW shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as one (1) share of the capital stock of the Surviving Corporation;

PLAN OF REORGANIZATION
OF
GLAXO WELLCOME INC.
AND
BURROUGHS WELLCOME CO.

This PLAN OF REORGANIZATION (this "Plan") of GLAXO WELLCOME INC., a North Carolina corporation ("GWI") and BURROUGHS WELLCOME CO., a North Carolina corporation ("BW"), is dated as of October 10, 1995.

STATEMENT OF PURPOSE:

- A. GWI (formerly Glaxo Inc.) is a corporation duly organized and validly existing under the laws of the State of North Carolina;
- B. Under the Articles of Incorporation of GWI, as heretofore amended and currently in effect, the authorized capital stock of GWI consists of a single class of 5,000 shares of common stock, without par value, of which 1,000 shares ("GWI Stock") are outstanding and are currently owned by Glaxo Wellcome Americas Inc. (a corporation formed by the merger of Glaxo Latin America Inc. and Glaxo Wellcome Americas Inc., formerly Glaxo Americas Inc., formerly Glaxo Enterprises, Inc.), a Delaware corporation ("GWA"), and 4,000 shares have not heretofore been issued;
- C. BW is a corporation duly organized and validly existing under the laws of the State of North Carolina;
- D. Under the Articles of Incorporation of BW, as heretofore amended and as to be further amended effective on October 27, 1995, the authorized capital stock of BW will consist of a single class of 1,000,000 shares of common stock, with \$100.00 par value, of which 240,000 shares (the "BW Stock") are outstanding and currently owned by GWA, and 760,000 shares have not heretofore been issued;
- E. The Board of Directors of BW approved and adopted this Plan by unanimous written consent as of October 10, 1995, conditioned upon the approval and adoption of this Plan by the Board of Directors of GWI;
- F. The Board of Directors of GWI approved and adopted this Plan by unanimous written consent as of October 10, 1995; and
- G. The adoption of this Plan by the respective Boards of Directors of GWI and BW was for the purpose of implementing a tax-free reorganization of GWI and BW

- (iii) Each then outstanding share of the capital stock of GWI and all rights in respect thereof shall automatically be canceled and extinguished, and no payment or other consideration shall be made in respect thereof;
- (iv) The stock transfer books of GWI shall be closed, and there shall be no further registration of transfers of shares of stock thereafter on the records of GWI;
- (v) The Articles of Incorporation of BW, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter further amended as provided by law;
- (vi) The By-Laws of GWI, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until thereafter amended in accordance with the provisions thereof, or as provided by the BCA or the Articles of Incorporation of the Surviving Corporation;
- (vii) The directors of GWI immediately prior to the Effective Time shall be the directors of the Surviving Corporation, to hold office until their successors have been duly elected and shall qualify or as otherwise provided in the By-Laws of the Surviving Corporation; and
- (viii) The officers of GWI immediately prior to the Effective Time shall be the officers of the Surviving Corporation, to hold office until their successors have been duly elected and shall qualify or as otherwise provided in the By-Laws of the Surviving Corporation.

4. Governing Law. This Plan shall be governed by, and construed in accordance with, the laws of the State of North Carolina.

55293 9554

ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
BURROUGHS WELLCOME CO.

0-0019284

FILED

12:11PM

OCT 20 1995

EFFECTIVE 11:59 PM 10-21-95

RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Section 55-10-06 of the North Carolina Business Corporation Act, Burroughs Wellcome Co., a corporation organized under the laws of the State of North Carolina (the "Corporation"), hereby submits these Articles of Amendment for the purpose of amending the Articles of Incorporation of the Corporation:

1. The name of the Corporation is Burroughs Wellcome Co.
2. The following amendment to the Articles of Incorporation of the Corporation was adopted by its shareholders on the 10th day of October, 1995, in the manner prescribed by law:

Article IV is hereby amended by deleting its text in its entirety and substituting in lieu thereof the following:

"The aggregate number of shares that the corporation shall have the authority to issue is one million (1,000,000) shares of common stock with a par value of one hundred dollars (\$100.00) each."

3. These Articles of Amendment shall become effective at 11:59 p.m. Eastern Standard Time on October 27, 1995.

This the 14th day of October, 1995.

BURROUGHS WELLCOME CO.

By: [Signature]

Name:

Title:

Timothy J. Williams

Assistant Secretary

ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
BURROUGHS WELLCOME CO.

O-0019284

FILED

11:31 AM

OCT 30 1995

EFFECTIVE 10-31-95 11:59 PM

RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Section 55-10-06 of the North Carolina General Business Corporation Act, Burroughs Wellcome Co., a corporation organized under the laws of the State of North Carolina (the "Corporation"), hereby submits these Articles of Amendment for the purpose of amending the Articles of Incorporation of the Corporation:

1. The name of the Corporation is Burroughs Wellcome Co.
2. The following amendment to the Articles of Incorporation of the Corporation was adopted by its shareholders on the 10th day of October, 1995, in the manner prescribed by law:

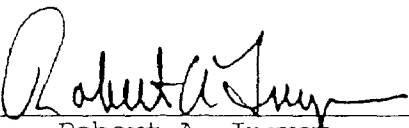
Article I is hereby amended by deleting its text in its entirety and substituting in lieu thereof the following:

"The name of the corporation is Glaxo Wellcome Inc."

3. These Articles of Amendment shall become effective at 11:59 p.m. on October 31, 1995.

This the 30th day of October, 1995.

BURROUGHS WELLCOME CO.

By: 
Name: Robert A. Ingram
Title: President and Chairman

ARTICLES OF INCORPORATION

of

BURROUGHS WELLCOME CO.

We, the undersigned, being persons of full age, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I.

The name of the corporation is Burroughs Wellcome Co.

ARTICLE II.

The period of duration of the corporation shall be unlimited.

ARTICLE III.

The purposes for which the corporation is organized are:

To manufacture, distribute, and market at wholesale and retail drugs, chemicals, vaccines, medicinal and allied products for the prevention and control of disease or otherwise useful in the fields of human and veterinary medicine including without limitation biological products, ethical products, and brand-name products.

To engage in any type of scientific research bearing upon medicine, surgery, chemistry, physiology, bacteriology, therapeutics, materia medica, pharmacy, and allied subjects.

To acquire, carry on and control, develop, extend and finance either in its own discretion or subject to the control or direction of any other person or persons, any institution or organization having as its object the development or carrying on of scientific research, and in particular to build, found or endow, enlarge or equip, and carry on and manage any laboratory or other organization having as its principal object the increase and dissemination of

scientific methods and scientific knowledge in the treatment and alleviation of diseases, whether among mankind or animals.

To buy, sell, exchange, hold, rent, manage, and deal in real, personal, and intangible properties of all sorts, kinds, and descriptions including without limitation patents, licenses, trademarks, brands, brevets d'invention, rights or privileges, whether acting as principals, agents, or otherwise.

To manufacture, prepare for market, buy or otherwise acquire, sell or otherwise deal in products of any kind or description as may be authorized by the Directors of the company.

To acquire in whole or in part other companies or enterprises including the operation and management of such companies and enterprises and to engage in partnerships and joint ventures.

Generally, to engage in any form of lawful business activity which may be deemed directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

And in order to properly prosecute the purposes above set forth, the corporation shall have and be authorized to exercise all of the powers, rights and privileges which are now or may hereafter be conferred on corporations by the statutes or common law of the State of North Carolina and of any other jurisdiction in which the corporation may act.

ARTICLE IV.

The corporation shall have authority to issue five hundred thousand (500,000) shares of the par value of one hundred dollars (\$100.00) each.

ARTICLE V.

The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is

one thousand dollars (\$1,000.00) in cash or property of equivalent value.

ARTICLE VI.

The address of the initial registered office of the corporation in North Carolina is 806 Wachovia Bank Building, Raleigh, Wake County, North Carolina; and the name of the initial registered agent at such address is James K. Dorsett, Jr.

ARTICLE VII.

The number of directors of the corporation may be fixed by the by-laws, but shall not be less than five.

The number of directors constituting the initial board of directors shall be seven (7), and the names and addresses of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors be elected and qualify, are:

NAMES

ADDRESSES

Fred A. Coe, Jr.	2620 Hillsborough Street, Raleigh, N. C. 27607
William F. Dowling, Jr.	2620 Hillsborough Street, Raleigh, N. C. 27607
Arthur H. Clark, Jr.	2620 Hillsborough Street, Raleigh, N. C. 27607
George H. Hitchings, Ph.D.	2620 Hillsborough Street, Raleigh, N. C. 27607
Charles H. Pressel	2620 Hillsborough Street, Raleigh, N. C. 27607
Garth H. Quinn	2620 Hillsborough Street, Raleigh, N. C. 27607
Fred Wrigley	183 Euston Road, London, N.W. 1, England

ARTICLE VIII.

The names and addresses of the incorporators are:

NAMESADDRESSES

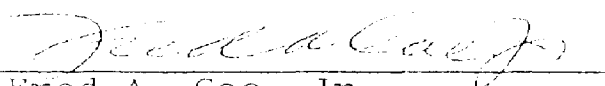
Fred A. Coe, Jr.

2620 Hillsborough Street
Raleigh, North Carolina 27607

William F. Dowling, Jr.

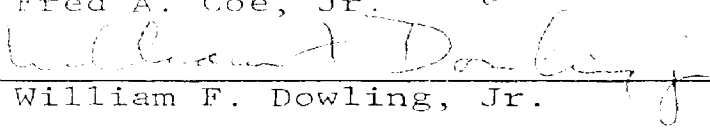
2620 Hillsborough Street
Raleigh, North Carolina 27606

IN WITNESS WHEREOF, we have hereunto set our hands and seals
17th day of August, 1970.



Fred A. Coe, Jr.

(SEAL)



William F. Dowling, Jr.

(SEAL)

FILED
AUG 31 10 40 AM 1970
THIRD FLOOR
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF MERGER
OF
BURROUGHS WELLCOME & CO. (U.S.A.) INC.
INTO
BURROUGHS WELLCOME CO.

The undersigned domestic and foreign corporations pursuant to Section 55-111 of the General Statutes of North Carolina hereby execute these Articles of Merger for the purpose of merging into one of such corporations:

1. The name of each of the undersigned corporations and the state in which it was organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Burroughs Wellcome & Co. (U.S.A.) Inc.	New York
Burroughs Wellcome Co.	North Carolina

2. The name of the surviving corporation shall be Burroughs Wellcome Co., and it shall be a corporation organized under the laws of the State of North Carolina.

3. This merger is permitted by the laws of the State under which the undersigned foreign corporation is organized, and it has complied with the applicable provisions of the laws of the State of New York.

4. The following Plan of Merger and Plan of Reorganization was approved by the shareholders of each corporation in the manner prescribed by G.S. 55-108 and its terms and conditions are as follows:

Plan of Merger
and
Plan of Reorganization

The following paragraphs set forth the Plan of Merger and a Plan of Reorganization by and between Burroughs Wellcome & Co. (U.S.A.) Inc., a New York corporation, and Burroughs Wellcome Co., a North Carolina Corporation, such corporations being sometimes hereinafter referred to severally as a "constituent corporation" and collectively as "constituent corporations":

(1) The name of each constituent corporation is as follows:

(a) Burroughs Wellcome & Co. (U.S.A.) Inc., a New York corporation, which is hereinafter sometimes referred to as the New York Company or the "merging corporation"; and

(b) Burroughs Wellcome Co., a North Carolina corporation, shall be the surviving corporation and is hereinafter sometimes referred to as the North Carolina Company or the "surviving corporation."

(2) The terms and conditions of the proposed merger, including the manner and basis of converting the shares of the merging corporation into shares of the surviving corporation are as follows:

(a) Upon the effective date of the merger, the separate corporate existence of the merging corporation shall cease;

(b) Upon the effective date of the merger, the surviving corporation shall thereupon and thereafter, possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of the merging corporation; and

all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to the corporation so merged, shall be taken and deemed to be transferred to and vested in such single corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger. The provisions of this subsection are subject to the provisions of G.S. 47-18.1, of the State of North Carolina with regard to the registration of certificates of merger.

(c) Upon the effective date of the merger, the surviving corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the merging corporation and any claim existing or action or proceeding, civil or criminal, pending by or against such merging corporation may be prosecuted as if such merger had not taken place, or such surviving corporation may be substituted in its place; and any judgment rendered against any merged corporation may be enforced against the surviving corporation. Neither the rights of creditors nor any liens upon the property of the merged corporation shall be impaired by the merger.

(d) The Charter of the North Carolina Company as in effect upon the effective date of the merger shall be the Charter of the surviving corporation.

(e) Upon the effective date of the merger, the By-laws of

the North Carolina Company as in effect on such date shall be the By-laws of the surviving corporation until the same shall thereafter be altered, amended or repealed in accordance with law, the Charter and said By-laws.

(f) The directors and officers of the North Carolina Company upon the effective date of the merger shall continue to be the directors and officers of the surviving corporation.

(g) The manner of converting the shares of the merging corporation into shares of surviving corporation shall be as follows:

The 33,600 shares of Common Stock, par value \$100 per share, of the merging corporation issued and outstanding on the effective date of the merger and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted, upon the merger becoming effective, into 240,000 shares of Common Stock, par value \$100 per share, of the surviving corporation.

The one share of Common Stock, par value \$100 per share, of the surviving corporation issued and outstanding immediately prior to the effective date of the merger and all rights in respect thereof shall by virtue of the merger and without any action on the part of the holder thereof be cancelled upon the effective date of the merger and no securities or other property shall be issued or delivered in respect thereof.

(h) The merger shall become effective upon completion of the filing of related Articles of Merger and a Certificate of Merger pursuant to the respective applicable provisions of the

Business Corporation Act of the State of North Carolina and the Business Corporation Law of the State of New York. The date upon which such filing has been completed is herein referred to as the "effective date of the merger."

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan of Merger, were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u> <u>Class</u>	<u>Number of Shares</u>
Burroughs Wellcome & Co. (U.S.A.) Inc. (a New York corporation)	33,600	Common	33,600
Burroughs Wellcome Co. (a North Carolina corporation)	1	Common	1

6. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, were as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u> <u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Burroughs Wellcome & Co. (U.S.A.) Inc. (a New York corporation)	33,600	0	Common	33,600	0
Burroughs Wellcome Co. (a North Carolina corporation)	1	0	Common	1	0

IN WITNESS WHEREOF, these articles are signed by the
President and the Secretary of each corporation this 21st
day of August, 1970.

BURROUGHS WELLCOME & CO. (U.S.A.) INC.
(a New York corporation)

ATTEST:

William T. Donley
Secretary

By:

Donald C. Jones
President

BURROUGHS WELLCOME CO.
(a North Carolina corporation)

ATTEST:

William T. Donley
Secretary

By:

Donald C. Jones
President

NORTH CAROLINA

WAKE COUNTY

I, Sandra C. Atkins, a Notary Public, do hereby certify that Fred A. Coe, Jr., and William F. Dowling, Jr., personally came before me this day and acknowledged that they are respectively the President and Secretary of Burroughs Wellcome & Co., (U.S.A.) Inc., a corporation, that by authority duly given and as the act of the corporation, the foregoing Articles of Merger were signed in its name by its President, attested by its Secretary and sealed with its common corporate seal, that said Articles of Merger have been duly approved by proper action of the Board of Directors and the shareholders of said corporation, and that the facts contained therein are true.

Witness my hand and notarial seal, this 21st day of August, 1970.

Sandra C. Atkins

Notary Public

My commission expires:

March 1, 1975.

NORTH CAROLINA

WAKE COUNTY

I, Sandra C. Atkins, a Notary Public, do hereby certify that Fred A. Coe, Jr. and William F. Dowling, Jr., personally came before me this day and acknowledged that they are respectively the President and Secretary of Burroughs Wellcome Co., a corporation, and that by authority duly given and as the act of the corporation, the foregoing Articles of Merger were signed in its name by its President, attested by its Secretary and sealed with its common corporate seal, that said Articles of Merger have been duly approved by proper action of the Board of Directors and the shareholders of said corporation, and that the facts contained therein are true.

Sandra C. Atkins

Notary Public

My commission expires:

March 1, 1975.