

F0500000646!

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☒ PICK-UP

☐ WAIT

☐ MAIL

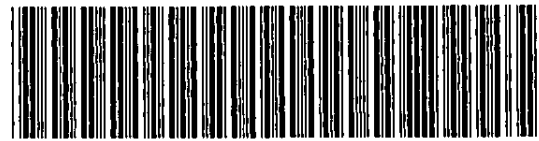
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400242596954

RECEIVED
DEPARTMENT OF STATE
12 DEC 28 AM 10:51

EFFECTIVE DATE
12/31/12

FILED
12 DEC 28 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meayer
12-31-12



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 475892 7380A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : December 27, 2012
ORDER TIME : 4:45 PM
ORDER NO. : 475892-020
CUSTOMER NO: 7380A

ARTICLES OF MERGER

SLI HOLDING, INC.

INTO

STIEFEL LABORATORIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stiefel Laboratories, Inc. (DE)
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Arlene M. Sothern, Mail Code FP2355
(Contact Person)

GlaxoSmithKline
(Firm/Company)

One Franklin Plaza, 200 North 16th Street
(Address)

Philadelphia, PA 19102
(City/State and Zip Code)

For further information concerning this matter, please call:

Arlene M. Sothern At (215) 751-7657
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

FILED
12 DEC 28 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Stiefel Laboratories, Inc.	Delaware	4023955

EFFECTIVE DATE
12-28-12

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SLI Holding, Inc.	Florida	P02000033491

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 12 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 14, 2012 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 14, 2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

SLI Holding, Inc.

Arlene M. Lothern

Arlene M. Sothern, Asst. Secretary

Stiefel Laboratories, Inc.

Revere M. Sothern

Arlene M. Sothern, Asst. Secretary

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger"), is dated and approved as of December 31, 2012 ("effective date") by and among SLI Holding, Inc., a Florida corporation and Stiefel Laboratories, Inc., a Delaware corporation ("surviving corporation").

1. SLI Holding, Inc. shall be merged with and into Stiefel Laboratories, Inc. pursuant to the provisions of the Delaware General Corporation Law ("DGCL") and the separate existence of SLI Holding, Inc. shall cease. Stiefel Laboratories, Inc. shall be the surviving corporation which shall continue to exist and be governed by the laws of Delaware under its present name.

2. The Certificate of Incorporation of Stiefel Laboratories, Inc. upon the effective date shall be the Certificate of Incorporation of the surviving corporation and will continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

3. The by-laws of Stiefel Laboratories, Inc. on the effective date shall be the by-laws of the surviving corporation and will continue in full force and effect until amended and changed in the manner prescribed by the surviving corporation's Certificate of Incorporation and provisions of the DGCL.

4. The directors and officers of Stiefel Laboratories, Inc. in office upon the effective date shall be the directors and 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 Certificate of Incorporation and by-laws of the surviving corporation and the DGCL.

5. In the merger referenced in paragraph 1 above: (a) surviving corporation owns all of the issued and outstanding shares of common stock of SLI Holding, Inc. (b) upon the consummation of this Plan of Merger, all of the rights, privileges, powers, property (real, personal and mixed) and all the accounts receivable and all other rights and choses in action belonging to SLI Holding, Inc. shall be transferred, assigned and conveyed to and shall vest in the surviving corporation without further action and the surviving corporation shall become the owner of and have vested in it all the said rights, privileges, powers, properties, accounts receivable and choses in action now belonging to and owned by SLI Holding, Inc., or to which SLI Holding, Inc. is or may be entitled, subject to the payment and discharge by the surviving corporation of all the debts, liabilities, duties and obligations of SLI Holding, Inc., which debts, liabilities, duties and obligations shall henceforth attach to the surviving corporation and may be enforced against it to the same extent and by the same process as if said debts, liabilities, duties and obligations have been contracted or incurred by the surviving corporation; provided further that all the rights of creditors and all liens upon the property of SLI Holding, Inc. shall continue unimpaired; and (c) each share of common stock of SLI Holding, Inc. shall be cancelled.

6. SLI Holding, Inc. and Stiefel Laboratories, Inc. hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware; and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

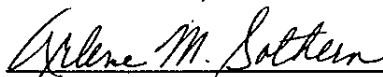
7. Stiefel Laboratories, Inc.: (a) does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of SLI Holding, Inc. as well as for enforcement of any obligation of Stiefel Laboratories, Inc. arising from the Merger; (b) does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and (c) does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

c/o Ms. Debra Hinton
GlaxoSmithKline
One Franklin Plaza, FP2225
200 N. 16th Street
Philadelphia, PA 19102

8. The board of directors and proper officers of SLI Holding, Inc. and Stiefel Laboratories, Inc., respectively, are hereby authorized, empowered and directed to do any and 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 herein provided for.

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.


SLI HOLDING, INC.



Name: Arlene M. Sothern

Title: Assistant Secretary

STIEFEL LABORATORIES, INC.



Name: Arlene M. Sothern

Title: Assistant Secretary