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ACCOUNT NO. : I20000000195
REFERENCE : 395593 7380A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : December 7, 2016
ORDER TIME : 9:45 AM
ORDER NO. : 395593-010
CUSTOMER NO: 7380A

ARTICLES OF MERGER

STIEFEL RESEARCH INSTITUTE,
INC.

INTO

STIEFEL LABORATORIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

(Profit Corporations)

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

F-05-6461

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Stiefel Research Institute, Inc.	Florida	P06000023774
Stiefel Laboratories, Inc.	Delaware	4023955

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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 2016 (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 12/07/2016 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 12/07/2016 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

Stiefel Research Institute, Inc.

Director

William J. Mosher/Vice President and Secretary

Stiefel Laboratories, Inc.

William J. Mosher/Vice President and Secretary

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger"), is dated and approved as of December 7, 2016 ("effective date") by and among Stiefel Research Institute, Inc., a Florida corporation and Stiefel Laboratories, Inc., a Delaware corporation ("Surviving Corporation").

1. Stiefel Research Institute, Inc., pursuant to the provisions of the Florida Business Corporation Act shall be merged with and into Stiefel Laboratories, Inc. with effect from December 31, 2016, pursuant to the provisions of the Delaware General Corporation Law ("DGCL") and the separate existence of Stiefel Research Institute, 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 Stiefel Research Institute, 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 Stiefel Research Institute, 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 Stiefel Research Institute, Inc., or to which Stiefel Research Institute, 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 Stiefel Research Institute, 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 Stiefel Research Institute, Inc. shall continue unimpaired; and (c) each share of common stock of Stiefel Research Institute, Inc. shall be cancelled.

6. Stiefel Research Institute, 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 States of Florida and 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 Florida in any proceeding for enforcement of any obligation of Stiefel Research Institute, 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 Florida as its agent to accept service of process in any such proceeding; and (c) does hereby specify the following address without the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of Florida:

c/o Ms. Kathy Allen
GlaxoSmithKline
5 Crescent Drive
Philadelphia, PA 19112

8. The board of directors and proper officers of Stiefel Research Institute, 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.

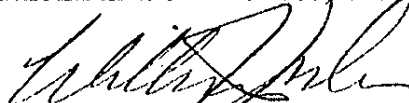
IN WITNESS WHEREOF, the parties intending to be legally bound hereto have executed this Plan of Merger effective as of the date first above written.

STIEFEL RESEARCH INSTITUTE, INC.



Name: William J. Mosher
Title: Vice President and Secretary

STIEFEL LABORATORIES, INC.



Name: William J. Mosher
Title: Vice President and Secretary