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FLORIDA RESEARCH AND FILING

850 942-6446

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Division of Corporations

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**LD0000122193**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : FLORIDA RESEARCH & FILING SERVICES, INC.  
Account Number : I20030000083  
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**2009 DEC 30 AM 8:00**

**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**MERGER OR SHARE EXCHANGE**  
**TEVA BRANDED PHARMACEUTICAL PRODUCTS R&D, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

**D. BRUCE**

**DEC 31 2009**

**EXAMINER**

**EFFECTIVE DATE** 12/31/09

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**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Teva Global Respiratory Research, LLC	Florida	Limited Liability Company

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**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Teva Branded Pharmaceutical Products R&D, Inc.	Delaware	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

EFFECTIVE DATE 12/31/09

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2009

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o Corporate Creations Network, Inc.

3411 Silverside Road, Rodney Bldg. #104

Wilmington, DE 19810

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: c/o Corporate Creations Network, Inc.

3411 Silverside Road, Rodney Bldg. #104

Wilmington, DE 19810

Mailing address: c/o Corporate Creations Network, Inc.

3411 Silverside Road, Rodney Bldg. #104

Wilmington, DE 19810

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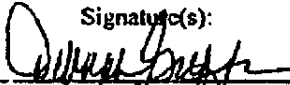

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Teva Global Respiratory Research, LLC		Deborah Griffin, VP & Treasurer
Teva Branded Pharmaceutical Products R&D, Inc.		William Marth, President

<b>Corporations:</b>	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
<b>General partnerships:</b>	Signature of a general partner or authorized person
<b>Florida Limited Partnerships:</b>	Signatures of all general partners
<b>Non-Florida Limited Partnerships:</b>	Signature of a general partner
<b>Limited Liability Companies:</b>	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made as of the <sup>20th</sup>~~01~~ day of December, 2009, by and between Teva Global Respiratory Research, LLC, a Florida limited liability company ("TGRR") and Teva Women's Health Research, Inc., a Delaware corporation ("TWH RESEARCH").

**WITNESSETH:**

WHEREAS, the respective Managers and Boards of Directors of TGRR and TWH RESEARCH deem it advisable and in the best interests of their respective companies/corporations and sole members/sole shareholders to have TGRR merge with and into TWH RESEARCH pursuant to this Agreement and the applicable provisions of the laws of the State of Delaware (such transaction being hereinafter referred to as the "Merger"); and the Managers and Board of Directors of each of TGRR and TWH RESEARCH and the sole member/sole shareholder of TGRR have approved this Agreement and the Merger contemplated hereby.

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

**ARTICLE 1**  
**THE MERGER**

On the Effective Date of the Merger (as herein defined) and in accordance with the laws of the State of Delaware, TGRR shall merge with and into TWH RESEARCH with TWH RESEARCH being the corporation surviving the Merger (hereinafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Delaware.

**ARTICLE 2**  
**EFFECTIVE DATE**

Articles of Merger executed in accordance with the laws of the State of Delaware shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective on the filing of the Articles of Merger relating to the Merger with the Secretary of State of the State of Delaware (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

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**ARTICLE 3**  
**CERTAIN RESULTS OF THE MERGER**

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) The separate corporate existence of TGRR and TWH RESEARCH shall cease and TGRR and TWH RESEARCH shall become and be a single corporation, with TWH RESEARCH as the Surviving Corporation.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of TWH RESEARCH shall continue in effect and be unimpaired by the Merger.

(iii) TWH RESEARCH, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of TGRR and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in TWH RESEARCH without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of TGRR shall be preserved unimpaired; TWH RESEARCH as the Surviving Corporation shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and TGRR and all of the debts, liabilities and obligations of TGRR shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any debt, liability or obligation or the lien of any indebtedness, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of TWH RESEARCH as in effect immediately prior to the Merger becoming effective shall be the Articles of Incorporation of the Surviving Corporation, except that the Articles of Incorporation shall be amended to change the name of the Surviving Corporation to "Teva Branded Pharmaceutical Products R&D, Inc."

(ii) The Bylaws of TWH RESEARCH in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until

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amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and/or said Bylaws.

(iii) The officers and directors of TWH RESEARCH immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4  
CONVERSION AND EXCHANGE OF SHARES  
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Cancellation of TGRR's Shares. Upon the Effective Date of the Merger, each share of TGRR's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5  
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Delaware.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first written above.

Teva Global Respiratory Research, LLC,  
a Florida limited liability company

By: Name: Deborah GriffinTitle: Vice President and TreasurerBy: Name: Brian ShanahanTitle: Assistant Secretary

Teva Women's Health Research, Inc., a  
Delaware corporation

By: Name: William MartinTitle: PresidentBy: Name: Brian ShanahanTitle: Assistant Secretary

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