

06-07-2001

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

JUN - 4 - 01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002309 FRAME: 0144

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1638851"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1719797"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

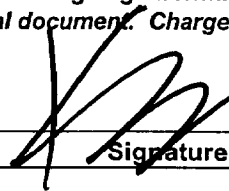
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Kevin T. Anderson
Name of Person Signing


Signature

29 May 01
Date Signed

AMENDED & RESTATED
CERTIFICATE OF INCORPORATION
SHIRE US INC.

FILED

DEC - 5 2000

State Treasurer

SHIRE US INC., a corporation organized under the laws of the State of New Jersey (the "Company"), pursuant to N.J.S.A. 14A:9-5 of the New Jersey Business Corporation Act, hereby adopts a restated Certificate of Incorporation.

ARTICLE ONE
NAME

- 1.01 The name of the Company is SHIRE US INC.

ARTICLE TWO
REGISTERED OFFICE AND AGENT

- 2.01 The address and principle place of business of Company is 7900 Tanners Gate Drive, Suite 200, Florence, Kentucky 41042.

The name and address of Company's registered agent is:

The Corporation Trust Company
Mountain View Park
800 Bear Cavern Road
3rd Floor
West Trenton, New Jersey 08628

ARTICLE THREE
PURPOSE

- 3.01 The purpose of the Company is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

ARTICLE FOUR
STOCK

- 4.01 The total number of shares of stock that the Company shall have the authority to issue is 2,500 shares without nominal or par value.

ARTICLE FIVE
BOARD OF DIRECTORS

- 5.01 The Company shall have three directors who shall serve until such time as their successors shall have been duly elected or their earlier resignation or vacation of office. These directors shall be:

Rolf Stähel, 7900 Tanners Gate Drive, Suite 200, Florence Kentucky;
Angus Russell, 7900 Tanners Gate Drive, Suite 200, Florence, Kentucky;
Wilson Totten, 7900 Tanners Gate Drive, Suite 200, Florence, Kentucky.

ARTICLE SIX
DURATION

- 6.01 The Company is to have a perpetual existence.

**ARTICLE SEVEN
LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS**

- 7.01 To the fullest extent permitted by the laws of the State of New Jersey, as they may now exist or hereafter be amended, the Directors and Officers of the Company shall not be personally liable to the Company or its shareholders for damages for breach of any duty owed to the Company or its shareholders, except that the provisions of this Article Seven shall not relieve a Director or Officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Company or its shareholders; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of such person of an improper personal benefit. This Section 7.01 shall apply with respect to acts or omissions occurring prior to or after the date of its adoption.

**ARTICLE EIGHT
SHAREHOLDER MEETINGS**

- 8.01 Meetings of shareholders may be held outside the State of New Jersey, if the by-laws shall so provide. The books of the Company may be kept (subject to any contrary provisions of New Jersey statutes) outside the State of New Jersey at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Company. Election of Directors need not be done by ballot unless the by-laws of the Company provide otherwise.

**ARTICLE NINE
AMENDMENTS**

- 9.01 The Company reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, SHIRE US INC. has caused its duly authorized officer to execute this Restated Certificate of Incorporation on this 22nd day of November, 2000.

SHIRE US INC.

By: William A. Nuerge
William A. Nuerge
President

CERTIFICATE TO BE FILED WITH
RESTATED CERTIFICATE OF INCORPORATION
PURSUANT TO SECTION 14A:9-5(5)

Pursuant to Section 14A:9-5(5), Corporations, General, of the New Jersey Statues, the undersigned corporation hereby executes the following certificate:

- 1. Name of Corporation: Roberts Laboratories, Inc.
- 2. Restated Certificate of Incorporation was adopted on the 22nd day of November, 2000
- 3. At the time of the adoption of the Restated Certificate of Incorporation, the number of shares outstanding was 2,500. The total of such shares entitled to vote thereon, and the vote of such shares was:

Total Number of Shares <u>Entitled to Vote</u>	Number of Shares Voted <u>For</u>	<u>Against</u>
2,500	2,500	-0-

At the time of adoption of the Restated Certificate of Incorporation, the number of outstanding shares of each class or series entitled to vote thereon as a class and the vote of such shares, was: (if inapplicable, insert "none".)

<u>Class or Series</u>	Total Number of Shares <u>Entitled to Vote</u>	Number of Shares Voted <u>For</u>	<u>Against</u>
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NONE

- 4. Does not apply.
- 5. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by:

Amending Article One of the original Certificate of Incorporation with the following amendment:

The name of the Company is SHIRE US INC.

- 6. This amendment to the corporation's Certificate of Incorporation shall be effective upon filing of this Certificate and the accompanying Amended and Restated Certificate of Incorporation with the State of New Jersey

Roberts Laboratories, Inc.
(Corporate Name)

By William A. Nuerge

William A. Nuerge, President
(Type or Print Name and Title)