



Charter of the Finance Committee

Authority:

The Board of Directors (the "Board") by resolution dated February 9, 2001, established the Finance Committee (the "Committee").

The Committee Charter was adopted by the Board on February 9, 2001 to define the duties and responsibilities of the Committee and specify the areas in which the Committee will operate.

Purpose:

The Committee shall assist the Board in fulfilling its fiduciary responsibilities by advising the Board with respect to material financial and business matters and transactions of the Company. The Committee also shall oversee all material potential business and financial transactions, including but not limited to mergers, acquisitions, and combinations with other companies in the pharmaceutical industry, the establishment of credit facilities, potential financings with commercial lenders, and approving the issuance of the Company's debt and equity securities.

Duties and Responsibilities:

The Committee shall, in its preparation for making recommendations to the Board, consider and investigate potential business transactions with companies in the pharmaceutical industry and will investigate sources of potential financing and the implementation of such financing in connection with the business and operation of the Company.

Membership:

The Board shall elect three (3) Directors to serve on the Committee and the Committee will elect a chairman. The term of each member will coincide with the member's term as a Director.

Vacancies on the Committee shall be filled by the vote of the Board. The Board may remove a member of the Committee. Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chairman with a copy to the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chairman; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee Resources:

The Committee shall have the authority to retain such advisors and employ such resources as are necessary for fulfilling its mandates under this Charter.

Committee Meeting and Action:

- (a) a majority of all of the members of the Committee may fix its rules of procedure;
- (b) the Committee will meet at such times and places as it deems necessary;
- (c) regular meetings of the Committee shall be scheduled and held with scheduling preference given to those dates upon which there is a regularly scheduled meeting of the Board of Directors;
- (d) the Committee may hold special meetings via telephone or in person;
- (e) a majority of the members of the Committee shall constitute a quorum;
- (f) any action adopted by a majority of the Committee Members, at a meeting at which a quorum is present, will be an act of the Committee;
- (g) the Committee may act through unanimous written consent in lieu of any meeting; and

(h) special meetings may be called by the Chairman or a majority of the members of the Committee.