

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE UPJOHN COMPANY", CHANGING ITS NAME FROM "THE UPJOHN COMPANY" TO "PHARMACIA & UPJOHN COMPANY", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JUNE, A.D. 1996, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8010967

DATE:

TRADEMARK ~~07-61-96~~

REEL: 1732 FRAME: 0246

6-11-96

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE UPJOHN COMPANY

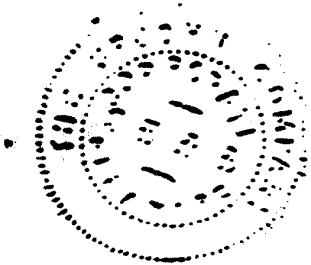
The Upjohn Company, a Delaware corporation, hereby certifies as follows:

FIRST. The Board of Directors of said corporation duly adopted a resolution setting forth and declaring advisable the amendment of Article First of the certificate of incorporation of said corporation so that, as amended, said Article shall read as follows:

"FIRST. The name of the corporation is Pharmacia & Upjohn Company (the "Corporation")."

SECOND. In lieu of a vote of stockholders, written consent to the foregoing amendment has been given by the holder of all of the outstanding stock entitled to vote thereon in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware; and such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Upjohn Company has caused this certificate to be signed by Don W. Schmitz, its Vice President, Corporate Law, and Assistant Corporate Secretary, on the 31st day of June, 1996.



THE UPJOHN COMPANY
By: Don W. Schmitz
Don W. Schmitz
Vice President, Corporate Law, and
Assistant Corporate Secretary