06-01-1998





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TRADEMARKS ONLY To the Honorable Commissioner of Patents & Trademarks, Box Assignment, Washington, DC 20231. Please record the attached original document or copy thereof.	
1. Name of Party(ies) conveying an interest: THE UPJOHN COMPANY Entity: [Individual(s)	2. Name and address of Party(ies) receiving an interest: Pharmacia & Upjohn Company 301 Henrietta Street Kalamazoo, MI 49001 Entity: [] Individual(s) [] General Partnership [X] Corporation - State of Delaware [] Other
[] Security Agreement [] Merger [] Other 4. Application number(s) or registration number(s). Additional sheet	[X] Domiciled in the United States attached [] Yes [x] No
A. Trademark Application No.(s)	B. Trademark Registration No.(s) 536,728
5. Name and address of party to whom correspondence concerning this document should be mailed:	Number of applications and registrations involved:
Kathryn Adamson, Legal Technician Pharmacia & Upjohn Intellectual Property Legal Services 301 Henrietta Street Kalamazoo, Michigan 49001	7. Amount of fee enclosed or authorized to be charged: \$ 40 The Commissioner is hereby authorized to charge such greater or lesser amount as required by rule.
Tulinia.	Deposit account number (Attach duplicate copy of this form if paying by deposit account): 21-0738
DO NOT USE THIS SPACE	
9. Date of execution of attached document: 11 June 1996 10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on May 1998	

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State of Delaware

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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.

Edward J. Freel, Secretary of State

AUTHENTICATION:

8010967 DATE:

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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 3th day of June. 1996.

THE UPJOHN COMPANY

By: On W. Schmit

Vice President, Corporate Law, and Assistant Corporate Secretary

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