

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

ORGANON INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Incorporation and Name Change
Amendment
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
26th day of March, 1999*



A handwritten signature in black ink, which appears to read "James A. DiEleuterio, Jr.". The signature is written in a cursive style and is located to the right of the official seal.

*James A DiEleuterio, Jr.
Treasurer*

CERTIFICATE OF
AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
ROCHE-ORGANON INC.

The location of the principal office in this state is at
the corner of Kingsland Road and Bloomfield Avenue in the Town of
Nutley, County of Essex.

The name of the agent therein and in charge thereof upon
whom process against this corporation may be served is, Nelson F.
Peterson.

RESOLUTION OF DIRECTORS

The Board of Directors of Roche-Organon Inc. a corporation
of the State of New Jersey, on this 23rd day of December, 1948, do
hereby resolve and declare that it is advisable that the name of the
corporation be changed from Roche-Organon Inc. to Organon Inc., and the
Board of Directors do hereby call a special meeting of the stockholders
to be held at the corporation's office in the Town of Nutley, New Jersey,
on the 20th day of January, 1949, at 11.00 o'clock in the forenoon to
take action upon such resolution.

CERTIFICATE OF CHANGE

Roche-Organon Inc., a corporation of New Jersey doth hereby
certify that it has amended paragraph 1 of its Certificate of Incorpora-
tion to read as follows:

"The name of the corporation is Organon Inc."

Said amendment having been declared by the above-recited resolution of
the Board of Directors of said corporation to be advisable, and having
been duly and regularly assented to by the affirmative vote of more than
2/3 in interest of all the stockholders having voting powers, at the
meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said corporation has made this certi-
ficate under its seal and the hands of its President and Secretary, the
20th day of January, 1949.

Nelson F. Peterson
President

A. Van Dyke
Secretary

Attest:

A. Van Dyke
Secretary

STATE OF NEW JERSEY)
) SS.:
COUNTY OF ESSEX)

BE IT REMEMBERED, that on this 20th day of January, A.D., 1949, before me, the subscriber, a Notary Public, personally appeared A. van Oss, Secretary of Roche-Organon Inc., the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporation certificate is the corporate seal of said corporation; that NELSON F. PETERSON is President of said corporation; that he saw said NELSON F. PETERSON as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and therunto duly authorized, of more than two-thirds in interest of each class of said stockholders, having voting powers, for the uses and purposes therein expressed; and that said A. van Oss signed his name thereto at the same time as subscribing witness.

Subscribed and sworn to before me the day and year
aforesaid.

A. van Oss

Sworn to before
me this 20th
day of January, 1949

James Bayard
NOTARY PUBLIC OF NEW JERSEY
My Commission expires July 27, 1952

Handwritten signature or initials

CERTIFICATE OF ADEQUACY

OF

CERTIFICATE OF INCORPORATION

OF

NOEL-GARDNER INC.

FILED AND RECORDED

JAN 21 1943

Handwritten signature

Recorded in book
Page of Corporations