

1.29.01

02-28-2001



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

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- 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
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

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)

City 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

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TRADEMARK  
REEL: 002241 FRAME: 0765

**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)**

**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.

Dennis R. Hoerner, Jr.  
Name of Person Signing

Signature

1-25-01  
Date Signed

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, HARRIET SMITH WINDSOR, 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 "MONSANTO COMPANY", CHANGING ITS NAME FROM "MONSANTO COMPANY" TO "PHARMACIA CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2000, AT 2:15 O'CLOCK P.M.



*Harriet Smith Windsor*  
Secretary of State

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AUTHENTICATION: 0921511

DATE: 01-18-01

TRADEMARK  
REEL: 002241 FRAME: 0767

**CERTIFICATE OF AMENDMENT  
OF  
MONSANTO COMPANY  
RESTATED CERTIFICATE OF INCORPORATION**

Monsanto Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

- I. The amendments set forth below to the Corporation's Restated Certificate of Incorporation previously filed in the Office of the Secretary of State of Delaware on October 29, 1997, have been duly adopted by the Board of Directors of the Corporation, and the Board has declared said amendments to be advisable and called a meeting of the stockholders of the Corporation for consideration thereof.
- II. Thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.
- III.
  - 1. Article I thereof is amended and restated to read as follows:

**ARTICLE I: NAME**

The name of the Corporation shall be Pharmacia Corporation.

- 2. The first sentence of Article IV thereof is amended to read as follows:

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 3,010,000,000 shares, to be divided into two classes consisting of (a) ten million (10,000,000) shares of preferred stock, par value \$.01 per share (hereinafter designated "Preferred Stock"), and (b) three billion (3,000,000,000) shares of common stock of a par value of \$2 per share (hereinafter designated "Common Stock").

- 3. The last sentence of the first paragraph of Article IV, Section I thereof is deleted.

- 4. Article IV, Section I(b) is amended and restated to read as follows:

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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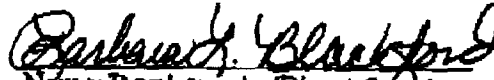
(b) Whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

IV. These amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

V. These amendments shall become effective as of 4:00 p.m. on March 31, 2000.

IN WITNESS WHEREOF, Monsanto Company has caused this certificate to be signed  
by Barbara L. Blackford, its authorized officer, this 31st day of March, 2000.

MONSANTO COMPANY



Name: Barbara L. Blackford

Title: Assistant Secretary