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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #76



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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MARKS ONLY

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Monsanto Company

10/26/01

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 3/31/2000

2. Name and address of receiving party(ies)

Name: Pharmacia Corporation

Internal

Address:

Street Address: 800 North Lindbergh Blvd.

City: St. Louis State: MO Zip: 63167

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/610,775; 75/808,342

B. Trademark Registration No.(s)

2,496,700; 2,496,699

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Barbara Bunning-Stevens

Internal Address:

Monsanto Company

Mail Station E2NA

Street Address: 800 North Lindbergh Blvd.

City: St. Louis State: MO Zip: 63167

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

134125

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Barbara Bunning-Stevens

Name of Person Signing

Barbara Bunning-Stevens 10/26/01

Signature

Date

5

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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01 FC:481 40.00 CH
02 FC:482 75.00 CH

TRADEMARK
REEL: 002393 FRAME: 0052

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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 "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.

VAULT COPY
Return to Office
of the Secretary

V 034156



Edward J. Freel
Edward J. Freel, Secretary of State

0341113 8100

AUTHENTICATION: 0354829

001166302

DATE: 03-31-00

TRADEMARK
REEL: 002393 FRAME: 0053

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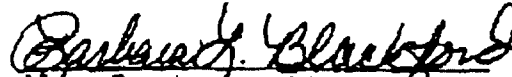
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(b) Whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

- 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