

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:50 PM 03/27/2007
FILED 01:50 PM 03/27/2007
SRV 070365817 - 0878565 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
BERLEX, INC.

BERLEX, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

First: The name of the corporation is:

Bayer HealthCare Pharmaceuticals Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141(f) and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the effective date of this Certificate of Amendment shall be April 4, 2007.

IN WITNESS WHEREOF, said BERLEX, INC. has caused this certificate to be signed by Dr. Attila Molnar, its Chairman, as of the 19th day of March, 2007.

By: 
Dr. Attila Molnar, Chairman

Berlex Amend Certif of Incorp Name Change BHCP

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION OF

BERLEX LABORATORIES, INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:17 PM 09/30/2003
FILED 02:13 PM 09/30/2003
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BERLEX LABORATORIES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Berlex Laboratories, Inc. be amended by changing the Article First thereof so that, as amended, said Article First shall be read as follows:

First: The name of the corporation is:

Berlex, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141(f) and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said **BERLEX LABORATORIES, INC.** has caused this certificate to be signed by Reinhard Franzen, its President, as of the 30th day of September, 2003.

By:


Reinhard Franzen, President