

11-15-2002



102282378 ONLY

Docket No. 600196100023

Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

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 11-13-02 Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies): Pharmacia Corporation Global Intellectual Property 800 North Lindbergh Boulevard St. Louis, Missouri 63167

3. Nature of conveyance: [] Assignment [] Security Agreement [] Other: [] Merger [X] Change of Name Execution Date: March 31, 2000

Additional name(s) & address(es) attached? [] Yes [X] No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s) 08/596,887 & 09/580,007

B. Patent No.(s) 6,214,817; 6,204,259; 5,610,293; 5,637,578 & 5,976,498

Additional numbers attached [] Yes [X] No

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

G. Harley Blosser Sonnenschein Nath & Rosenthal Post Office Box 061080 Wacker Drive Station Sears Tower Chicago, Illinois 60606-1080 (312) 876-8000

6. Total number of applications and patents involved: 7

7. Total fee (37 CFR 3.41).....\$280.00 [X] Enclosed (Amex + PTO 2038 attached) [] Authorized to be charged to deposit account

8. Deposit account number: 19-3140

(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.

G. Harley Blosser Name of Person Signing [Signature] Signature November 8, 2002 Date

Total number of pages including cover sheet, attachments, and documents: 6

11/15/2002 LMUELLER 00000012 08596887 Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

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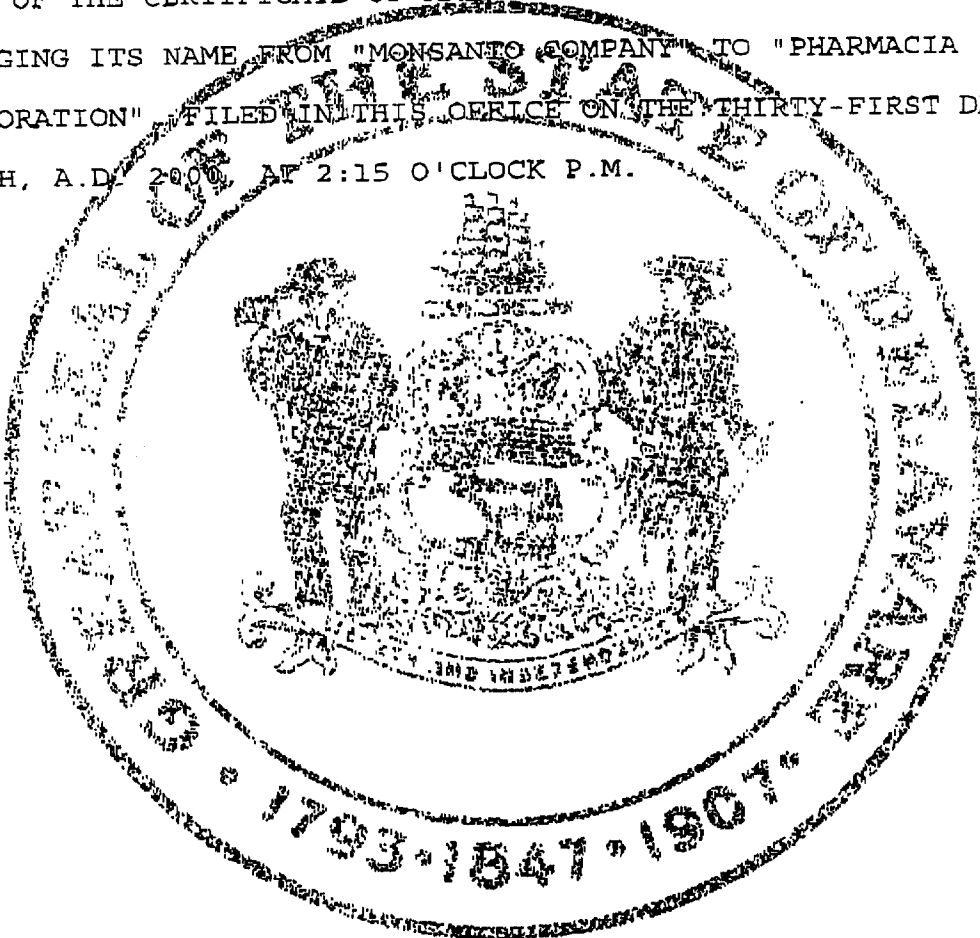
Pharmacia Corp.
Certificate of Amendment

State of Delaware

PAGE 1

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.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0354826

DATE: 03-31-00

PATENT
REEL: 013475 FRAME: 0281

FROM RICHARDS, LAYTON & FINGER #7

(FRI) 3. 31' 00 14:18/ST. 14:17/NO. 4862637689 P 2

**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 \$0.01 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
FILED 02:15 PM 03/31/2000
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W/4159791

**PATENT
REEL: 013475 FRAME: 0282**

FROM RICHARDS, LAYTON & FINGER #7

(FRI) 3. 31' 00 14:18/ST. 14:17/NO. 4862637689 P 4

(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.

FROM RICHARDS, LAYTON & FINGER #7

(FRI) 3. 31 '00 14:19/ST. 14:17/NO. 4862637689 P 2

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

Barbara L. Blackford
Name: Barbara L. Blackford
Title: Assistant Secretary