FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Name Monsanto Company 93/31/00				
Formerly				
Individual General Partnership Limited Partnership X Corporation Association				
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X Citizenship/State of Incorporation/Organization Delaware				
Receiving Party Mark if additional names of receiving parties attached				
Name Pharmacia				
- Davidua Ta				
DBA/AKA/TA				
Composed of				
Address (line 1) 800 North Lindbergh Boulevard				
Address (line 2)				
Address (line 3) St. Louis Missouri 63167				
City State/Country Zip Code Company Destroyable Limited Partnership If document to be recorded is an				
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Correspondent Name and Address Area Code and Telephone Number (314) 694-3095				
Name	Caitlin MacAgy			
Address (line 1)	Monsanto Company			
Address (line 2)	800 North Lindbergh Bo	pulevard		
Address (line 3)	Mail Stop E2ND			
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Pages	Enter the total number of pa including any attachments.	ges of the attached conveyance doc	ument # 4	
Trademark	Application Number(s) or	r Registration Number(s)	Mark if additional numbers attached	
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		1,952,719		
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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.				
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State of Delaware

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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.

Return to Office of the Secretary

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Edward J. Freel, Secretary of State

AUTHENTICATION:

0354829

DATE:

03-31-00

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REEL: 002336 FRAME: 0835

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.

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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 FILED 02:15 PM 03/31/2000 001164549 - 0341113

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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.

TRADEMARK REEL: 002336 FRAME: 0837 IN WITNESS WHEREOF, Monsanto Company has caused this certificate to be signed by Bottom L. Book find, its authorized officer, this <u>Alst</u> day of <u>Mocch</u>, 2000.

MONSANTO COMPANY

Name: Barbara L. Blackfood Title: Assistant Secretary

> TRADEMARK REEL: 002336 FRAME: 0838

RECORDED: 07/05/2001