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State of Delaware

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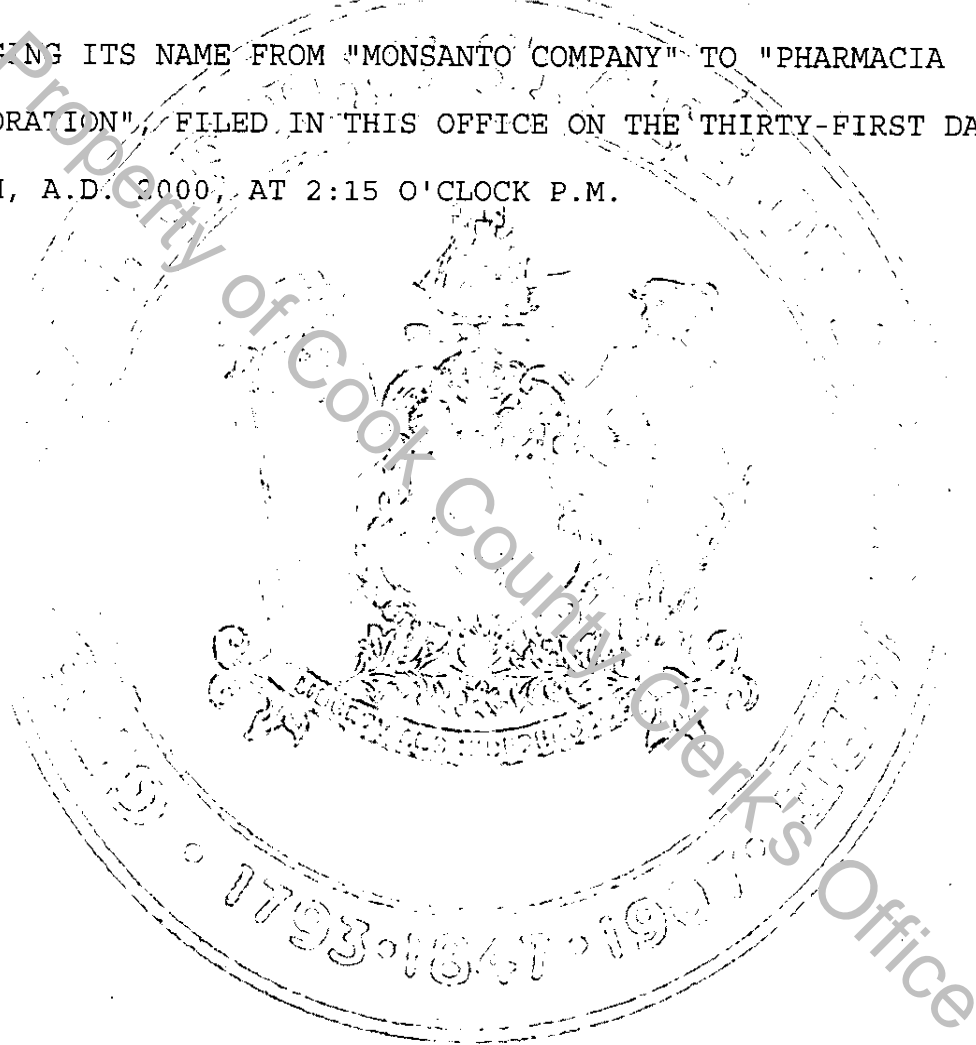
Office of the Secretary of State



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.

National Div.

[Handwritten signature]



*MONSANTO, MA PROSPECT
FILE # 1401-7848241*

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3636/0145 27 001 Page 1 of 4
2000-05-30 11:52:51
Cook County Recorder 27.00



Edward J. Freel

Edward J. Freel, Secretary of State

0341113 8100

AUTHENTICATION: 0441629

001249492

DATE: 05-16-00

BOX 333-CTI

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:

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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.

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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

Property of Cook County Clerk's Office