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Doc#: 0635622090 Fee: \$32.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 12/22/2006 12:20 PM Pg: 1 of 5

FORM **BCA 13.40** (rev. Dec. 2003)
**APPLICATION FOR AMENDED
AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.cyberdriveillinois.com

FILED

DEC 18 2006

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
check or money order payable
to the Secretary of State.

File # 5061-893-5 Filing Fee: \$25.00 Approved: [Signature]
Submit in duplicate Type or Print clearly in black ink Do not write above this line

- (a) CORPORATE NAME: Diosynth Inc.
(b) If changed, NEW CORPORATE NAME: Organon API Inc.
(c) (Complete only if the new corporate name is not available in this state.)
ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)
- (a) State or Country of Incorporation: Delaware (b) If changed, Period of Duration: _____
- If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$50 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$150. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee. The fees outlined in this paragraph are in addition to the \$25 filing fee in the upper right hand corner of this form.

5. The undersigned corporation has caused this application to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 2006 Organon API Inc.
(Month/Day) (Year) (Exact Name of Corporation)
[Signature]
(Authorized Officer's Signature)
Charles S.K. Scudder, Vice President and Secretary
(Type or Print Name and Title)

239-12

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Delaware

The First State

PAGE 1 **FILED**

DEC 18 2006

JESSE WHITE
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, 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 "DIOSYNTH, INC.", CHANGING ITS NAME FROM "DIOSYNTH, INC." TO "ORGANON API INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2006, AT 8:55 O'CLOCK P.M.

Property of Cook County Clerk's Office

**RECORDING DESK
BOX 170**



0810090 8100

061157971

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5288395

DATE: 12-18-06

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FROM CORPORATION TRUST 302-655-2480

(WED) 12/13/06 7:37/ST 7:37/NO. 4862069831 F 3

State of Delaware

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
DIOSYNTH, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

Diosynth, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation (the "Board") by the unanimous written consent of its members filed with the minutes of the Board, adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation.

RESOLVED, that the Certificate of Incorporation of Diosynth, Inc. (the "Corporation") be amended by changing the article the First thereof so that as amended, said Article shall be read as follows:

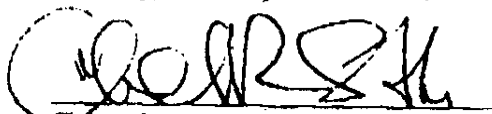
"The name of the Corporation is: Organon API Inc."

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 DGCL.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the DGCL.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective as of the time and date of filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Charles S.K. Scudder, its Vice President and Secretary, this 30th day of November, 2006.



Charles S.K. Scudder
Vice President and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:57 PM 12/07/2006
FILED 08:55 PM 12/07/2006
SRV 061121374 - 0810090 FILE

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FROM CORPORATION TRUST 302-655-2480

(WED) 12.13.06 7:37/ST. 7:37/NO. 4862069831 P. 4

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF DIOSYNTH, INC.

The undersigned, comprising the entire board of Diosynth, Inc., a Delaware corporation (the "Corporation"), and acting pursuant to the provisions of the Delaware General Corporation Law, hereby adopt the following resolution effective as of the date set forth below with the same force and effect as if such resolution was passed at a meeting convened for such purpose:

RESOLVED, that the Certificate of Incorporation of Diosynth, Inc. (the "Corporation") be amended by changing the article First thereof so that, as amended, said Article shall be and read as follows:

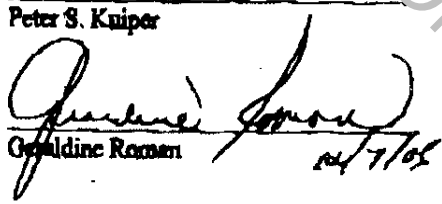
"The name of the Corporation is: Organon API Inc."

IN WITNESS WHEREOF, the undersigned has executed this document.

Dated as of November , 2006.

Adriaan L.M. Sanders

Peter S. Kuiper



Geraldine Roman

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BOX 170

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FROM CORPORATION TRUST 302-655-2480

(WED) 12. 13 '06 7:37/ST. 7:37/NO. 4862069831 P. 5

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF DIOSYNTH, INC.

The undersigned, comprising the entire board of Diosynth, Inc., a Delaware corporation (the "Corporation"), and acting pursuant to the provisions of the Delaware General Corporation Law, hereby adopt the following resolution effective as of the date set forth below with the same force and effect as if such resolution was passed at a meeting convened for such purpose:

RESOLVED, that the Certificate of Incorporation of Diosynth, Inc. (the "Corporation") be amended by changing the article First thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is: Organon API Inc."

IN WITNESS WHEREOF, the undersigned has executed this document.

Dated as of November 30, 2006.

Adrian L.M. Sanders

Peter S. Kuiper

Geraldine Roman

RECORDING DESK
BOX 170