

F03000000522

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

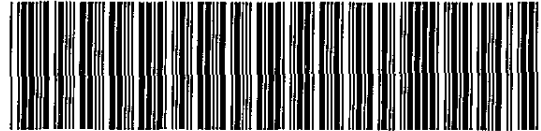
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900010941519

02/03/03--01087--006 **70.00

RECEIVED
03 FEB '03 PM 12:23
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 FEB '03 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
F03-5
Q

CT CORPORATION

February 3, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5722387 WO
Customer Reference 1: 399 (Bayer Corporation)
Customer Reference 2: 14 (Qual)

Dear Secretary of State, Florida:

Please file the attached:

Bayer Pharmaceuticals Corporation (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILED
03 FEB -3 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bayer Pharmaceuticals Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CT Corporation System
(Name of Person)

(Firm/Company)

208 South LaSalle Street
(Address)

Chicago, Illinois 60604
(City/State and Zip code)

For further information concerning this matter, please call:

CT Corporation System at (800) 475.1212
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB -3 PM 1:26

FILED

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Bayer Pharmaceuticals Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 02-0651534
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/14/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 400 Morgan Lane, West Haven CT 06516
(Principal office address)

same
(Current mailing address)

8. The purpose of the company is to engage in any lawful act or activity for which companies may be organized to
business under the laws of the State of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

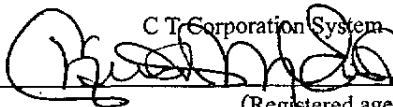
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
(Registered agent's signature)

Christine M. Eastwin
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB - 3 PM 1:26

FILED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

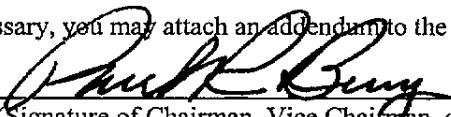
Treasurer: _____

Address: _____

FILED
03 FEB - 3 PM 1:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PAUL R. BERRY SECRETARY

(Typed or printed name and capacity of person signing application)

**Attachment to
Bayer Pharmaceuticals Corporation
List of Officers and Directors Addresses**

| Office Held | Name | Business Address |
|--|-----------------------|--|
| Director and Chairman | Dr. Attila Molnar | Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205 |
| Director | Dr. Wolfgang Plischke | Bayer AG Q-30 BHV-PC Leverkusen, Germany |
| Director | Joseph A. Akers | Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205 |
| President and Chief Executive Officer | Colin J. Foster | Bayer Pharmaceuticals Corporation 400 Morgan Lane West Haven, CT 06516 |
| Vice President, General Counsel, and Secretary | Paul R. Berry | Bayer Pharmaceuticals Corporation 400 Morgan Lane West Haven, CT 06516 |
| Treasurer | Jon R. Wyne | Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205 |
| Vice President, Biltroller, and Chief Accounting Officer | Dr. Frank Wenzel | Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205 |
| Vice President, Controller | Vikas Sinha | Bayer Pharmaceuticals Corporation 400 Morgan Lane West Haven, CT 06516 |
| Assistant Treasurer | Paul F. Wright | Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205 |
| Assistant Treasurer | Tracy Spagnol | Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205 |
| Assistant Secretary | Keith R. Abrams | Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205 |
| Assistant Secretary | Jeffrey M. Greenman | Bayer Pharmaceuticals Corporation 400 Morgan Lane West Haven, CT 06516 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB -3 PM 1:26

FILED

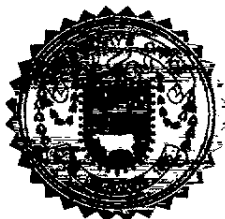
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYER PHARMACEUTICALS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3591215 8300

020796653

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2169249

DATE: 12-24-02