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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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2008 JAN 11 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cindy Harris 2937

FOREIGN PROFIT/NONPROFIT CORPORATION

BAYER HEALTHCARE PHARMACEUTICALS INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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T. Burch JAN 14 2008

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 HealthCare Pharmaceuticals Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 22-2273583

(FEI number, if applicable)

4. September 07, 1979

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

c/o Bayer Healthcare Pharmaceuticals Inc., 6 West Belt

7. Wayne, NJ 07470-6806

(Principal office address)

6 West Belt, Wayne, NJ 07470-6806

(Current mailing address)

See Attached Rider 1

8. _____

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: Cynthia L. Harris

(Registered agent's signature)

Cynthia L. Harris
Asst. Vice President

Carol Dolor, Assistant Vice President

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

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13

(Signature of Director or Officer listed in number 12 of the application)

14

Paul F Wright, Vice President Tax

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

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Bayer HealthCare Pharmaceuticals Inc

List of Officers

Name: Reinhard Franzen
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Title: President & CEO

Name: Wolfgang Kunze
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Title: Executive VP & CFO

Name: Robert Chabora
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Title: Executive VP & Secretary

Name: Paul F. Wright
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Title: Vice President-Tax

Name: Tracy E. Spagnol
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Title: Vice President & Treasurer

Name: Andreas Beier
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Title: Vice President

Name: Angela Staunton
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Title: Assistant Secretary

Name: Alan Stevenson
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Title: Assistant Secretary

List of Directors

Name: Dr. Attila Molnar
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Term:

Name: Dr. Franz-Josef Berners
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Term:

Name: Dr. Gunnar Riemann
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Term:

Name: Willy Scherf
Bus. Addr.: 6 West Belt, Wayne, NJ 07470-6806

Term:

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NO. 355

P. 5/6

RIDER 1

FL-Application by Foreign Corporation for Authorization

Bayer HealthCare Pharmaceuticals Inc

Develops and markets novel therapeutics and diagnostics that address medical needs in oncology, female health, diagnostic imaging and specialized therapeutics for life-threatening and disabling diseases. To engage in any act or activity for which corporations may be organized.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYER HEALTHCARE PHARMACEUTICALS INC." 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 TENTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAYER HEALTHCARE PHARMACEUTICALS INC." WAS INCORPORATED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 1979.

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TALLAHASSEE, FLORIDA

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080031656

You may verify this certificate online
at corp.delaware.gov/authvar.shtml

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6301695

DATE: 01-10-08