

P07445

PHARMACIA & UPJOHN COMPANY

7000 Portage Road  
Kalamazoo, MI 49001-0199

Division: Corporate Taxes  
Name: Linda J. Stanton  
Mailstop: 8110-243-90  
Phone: (616) 833-7689

August 12, 1997

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed are several additional merger forms along with a copy of the 'Statement on Merger' sent before. Also included is a copy of the 'Annual Report' mailed in February 1997 for the Pharmacia & Upjohn Company. A form entitled 'Certificate of Withdrawal' is not a standard form we have on hand.

Respectfully,

*Linda J. Stanton*

Linda J. Stanton

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-09/11/97-01080-012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 SEP -8 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W. J. Stanton*  
SEP 9 1997



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 20, 1997

LINDA J. STANTON  
PHARMACIA & UPJOHN COMPANY  
7000 PARTAGE ROAD  
KALAMAZOO, MI 49001-0199

SUBJECT: PHARMACIA INC.  
Ref. Number: P07445

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A foreign corporation authorized to transact business or conduct its affairs in Florida may withdraw its authority by completing the enclosed withdrawal application and submitting the appropriate fee.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 897A00042212

RECEIVED  
97 SEP -8 AM 8:16  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

PHARMACIA, INC.

(Name of Corporation)

MINNESOTA

(Incorporated Under Laws Of)

FILED  
91 SEP - 8 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

7000 PORTAGE RD. 8110-243-090

(Mailing Address)

KALAMAZOO, MI 49001

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

*Robert D. Ward*

Signature

POWER OF ATTY.

Title

ROBERT D. WARD

Typed or printed name

9/4/97

Date

**Power of Attorney**

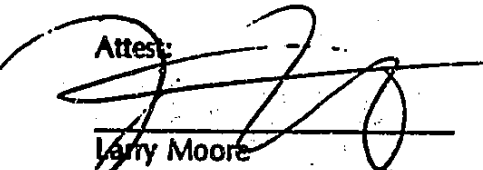
Pharmacia & Upjohn Company, a corporation organized and in good standing under the laws of the State of Delaware, having its principal office at 7000 Portage Road, Kalamazoo, Michigan 49001, hereby authorizes, constitutes and appoints Robert D. Ward to act for and on behalf of Pharmacia & Upjohn Company in signing state and local tax returns, annual reports and related forms, and to execute any and all documents incident thereto.

Executed in Kalamazoo, Michigan

Pharmacia & Upjohn Company

Date: August 19, 1996

By:   
Title: Ley S. Smith  
President

Attest:   
Larry Moore