



THE UNITED STATES
CORPORATION
COMPANY

P35683

ACCOUNT NO. : 072100000032

REFERENCE : 215493 4336578

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuti

ORDER DATE : January 8, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 215493-010

CUSTOMER NO: 4336578

900002059199--7

CUSTOMER: Ellen Bennett, Legal Asst
Sanofi, Inc.
90 Park Ave

New York, NY 10016

FOREIGN FILINGS

NAME: SANOFI WINTHROP, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

FILED
97 JAN 15 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
1-16-97
Dr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 JAN 16 AM 9:13
DIVISION OF CORPORATION

January 15, 1997

CSC - THELTON WASHINGTON

TALLAHASSEE, FL

SUBJECT: SANOFI WINTHROP, INC.
Ref. Number: P35683

RESUBMIT

Please give original
submission date as file date.

We have received your document for SANOFI WINTHROP, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

PLEASE CORRECT #4 OF THE ATTACHED APPLICATION BY REMOVING JANUARY 1, 1997 AND ADDING DECEMBER 12, 1996. THE DATE SHOWN ON #4 MUST BE THE SAME DATE THE NAME CHANGE TOOK PLACE IN DELAWARE AS SHOWN ON THE CERTIFICATE FROM DELAWARE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 597A00002098

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Sanofi Winthrop, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. September 27, 1991
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under laws of its jurisdiction of incorporation? December 12, 1996
5. SANOFI PHARMACEUTICALS, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- NO CHANGE
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- NO CHANGE
New Jurisdiction

Gregory Irace
Signature

January 6, 1997
Date

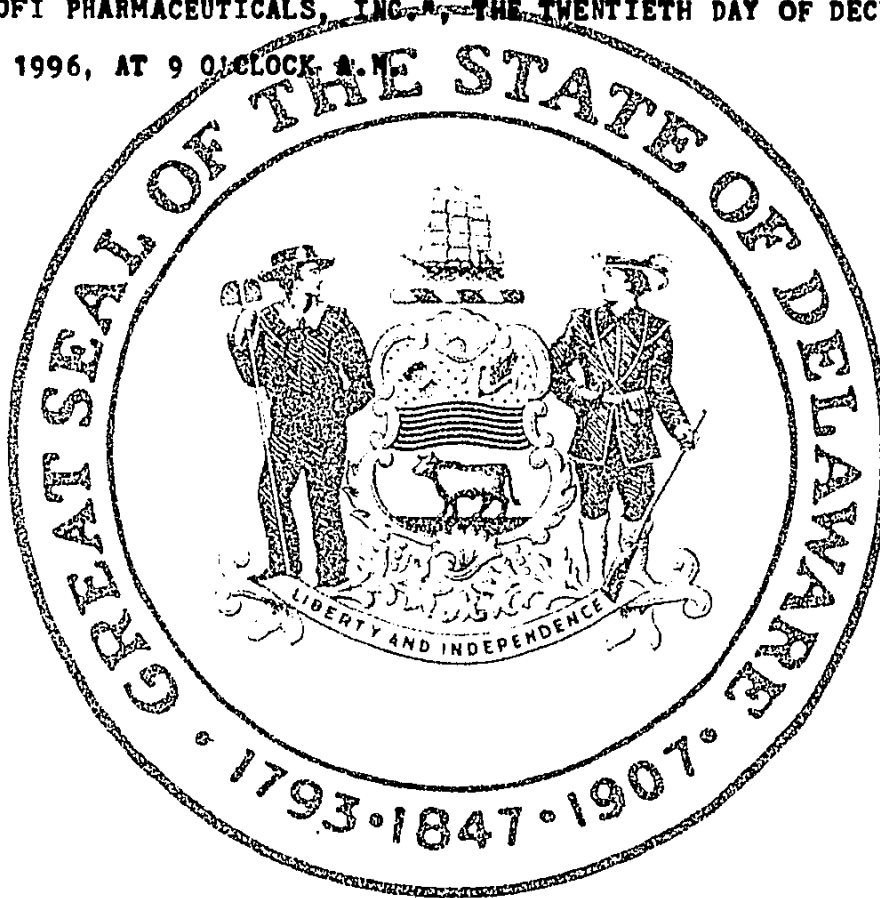
Gregory Irace
Typed or printed name

Vice President - Finance
Title

FILED
97 JAN 15 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SANOFI WINTHROP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SANOFI PHARMACEUTICALS, INC.", THE TWENTIETH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



2184320 8320

971010693

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8281167

01-10-97