P94000002894

WEISSMAN, DERVISHI, SHEPHERD, BORGO & NORDLUND, P.A.

ATTORNEYS AT LAW
EMERALD LAKE CORPORATE PARK
3109 STIRLING ROAD, SUITE 101
FORT LAUDERDALE, FLORIDA 33312-6558

JEFFREY M. WEISSMAN* BRIAN S. DERVISHI FRANK A. SHEPHERD JOHN R. BORGO RANDALL NORDLUND TELEPHONE: (954) 981-7400 FAX: (954) 989-8068

*ALSO MEMBER OF NEW YORK BAR

October 16, 1998

Department of State Attention: Amendment Office Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

800002667238--8 -10/19/98--01117--003 ******35.00 ******35.00

Re: Leo Pharmaceuticals, Inc.

Document Number P94000002894

Dear Clerk:

Enclosed for filing is the original of the Second Articles of Amendment to the Articles of Incorporation of Leo Pharmaceuticals, Inc., changing the name of the corporation.

We also enclose a check in the amount of \$35.00 payable to the Florida Secretary of State for the charge for filing the Second Articles of Amendment, and a stamped, return envelope to return to us a conformed, date-stamped copy of the Articles of Amendment.

A // .

M. Weissman

Encs.

LE2871A8.L07

N.C. 10-21-98

SECOND ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF LEO PHARMACEUTICALS, INC.

SECRETARISTE D

The undersigned, the Secretary of Leo Pharmaceuticals Inc., (the "Corporation"), for the purpose of amending the Articles of Incorporation, pursuant to Fla.Stat. §607.1001(1) and §607.1006, so as to change the name of the Corporation, does hereby certify as follows:

- 1. The name of the Corporation is Leo Pharmaceuticals, Inc.
- 2. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article I thereof in its ëntirety and by substituting in lieu thereof the following new Article I:

"ARTICLE I

The name of the Corporation shall be Leo Pharma, Inc."

3. The aforesaid Amendment was approved on <u>September</u> 1998, by the shareholders and directors of the Corporation respectively casting a sufficient number of votes for the Amendment for approval thereof (unanimously approved and consented to).

IN WITNESS WHEREOF, the Corporation, by the undersigned, has executed these Articles of Amendment to the Articles of Incorporation on October (), 1998.

Kurt Kruhöffer, Sectletary

STATE OF FLORIDA

ss.:

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me on <u>leftember</u>, 1998, by Kurt Kruhöffer, Secretary of Leo Pharma, Inc., (f/k/a Leo Pharmaceuticals, Inc.), a Florida corporation, on behalf of said corporation. He is personally known to me or has produced <u>driver</u> as identification.

NOTARY PUBLIC -

LE2871A8.AA1

My Commission expires:

OFFICIAL NOTARY SEAL
CARMEN R RODRIGUEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC518228
MY COMMISSION EXP. DEC. 14,1999