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October 16, 1998

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

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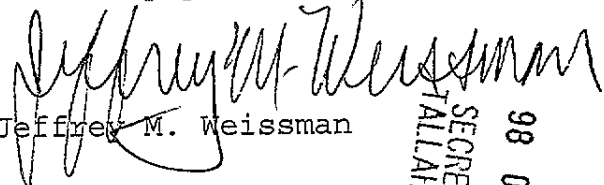
Re: Leo Pharmaceuticals, Inc.
Document Number P94000002894

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.

Sincerely yours,


Jeffrey M. Weissman

Encs.

LE2871A8.L07

FILED
98 OCT 19 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
10-21-98
CC

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

FILED
OCT 19 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 entirety 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 September 17th 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 1st, 1998.

Kurt Kruhoffer
Kurt Kruhoffer, Secretary

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD.)

THE FOREGOING INSTRUMENT was acknowledged before me on September 17 1998, by Kurt Kruhoffer, 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 drivers license as identification.

Carmen R. Rodriguez
NOTARY PUBLIC

LE2871A8.AA1

My Commission expires:

