

9221553

WYETH-AYERST LABORATORIES COMPANY

11/04/92

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1330

CONTROL NUMBER: 9221553
EFFECTIVE DATE: 11/04/1992
JURISDICTION : DELAWARE
REFERENCE : 0069
PRINT DATE : 11/05/1992
FORM NUMBER : 316

PRENTICE HALL CORPORATE SERVICES
ELLEN MELNICK
66 LUCKIE STREET
ATLANTA, GEORGIA 30303

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

WYETH-AYERST LABORATORIES COMPANY

has been duly incorporated under the laws of the jurisdiction set forth above and has filed an application meeting the requirements of Georgia law to transact business as a foreign corporation in this state.

WHEREFORE, by the authority vested in me as Corporation Commissioner, the above named corporation is hereby granted, on the effective date stated above, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

92 048

502 0000



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY WYETH-AYERST LABORATORIES COMPANY 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 DATE SHOWN BELOW.

* * * * *



752272340

Michael Ratchford
Michael Ratchford, Secretary of State

AUTHENTICATION: #3605092

DATE: 09/28/1992



PRENTICE HALL LEGAL & FINANCIAL SERVICES

DATE: 11/4/92

Business Services & Regulation
Suite 315, West Tower
42 Martin Luther King Jr. Drive
Atlanta, GA 30334

RE: Qualification

Please expedite the following service(s) and call if there are any problems 659-8831 (Federal Express Label Enclosed).

- (1) File attached papers;
- (2) Issue () Certificate(s) of Existence;
- (3) Issue () Certified Copy(ies) of all charter documents on file.
- (4)

Sincerely yours,

Ellen Melrod



BUSINESS SERVICES AND REGULATION

MAX CLELAND
Secretary of State
State of Georgia

J. F. GULLION
Director

APPLICATION FOR CERTIFICATE OF AUTHORITY

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 923090538 ⁹²³¹⁰⁰⁴¹⁴ PENDING CONTROL # P022380 CONTROL # 9221553
 Docket Code 316 Name Reservation # 922480551 Corporation Type FP
 Date Filed 11/4/92 Amount Received \$ 270.00 Check/Receipt # _____
 Jurisdiction (State/Country) Code DE
 Examiner 69 Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. Wyeth-Averst Laboratories Company
 Corporate Name
December 31, 1991 Check One Profit Non-Profit
 Date Business Commenced (or Proposed) in Georgia

2. Prentice Hall Legal & Financial Services (404) 659-8831
 Applicant/Attorney Telephone Number
66 Luckie Street
 Address
Atlanta Georgia 30303
 City State Zip Code

3. Delaware 1/9/86 Perpetual
 Jurisdiction (Home State/Country) Date of Incorporation Period of Duration

685 Third Avenue
 Principal Office Mailing Address of Corporation

4. New York New York 10017
 City State Zip Code

The Prentice-Hall Corporation System, Inc.
 Name of Registered Agent in Georgia
c/o The Prentice-Hall Corporation System, Inc.
66 Luckie Street
 Registered Office Street Address in Georgia
Atlanta Fulton GA 30303
 City County State Zip Code

6. John R. Stafford 685 Third Avenue, New York, New York 10017
 Officer/CEO Address/City, State, Zip
John R. Considine 685 Third Avenue, New York, New York 10017
 Officer/CFO Address/City, State, Zip
Carol G. Emerling 685 Third Avenue, New York, New York 10017
 Officer/SEC Address/City, State, Zip
John R. Stafford 685 Third Avenue, New York, New York 10017
 Director Address/City, State, Zip
Bernard Canavan, M.D. 685 Third Avenue, New York, New York 10017
 Director Address/City, State, Zip

7. NOTICE: Mail or deliver an original and one copy of this form and the Secretary of State filing fee (profit-\$170; nonprofit-\$70) to the Secretary of state at the above address. A certificate of existence, certified by the home state or country within 90 days of filing in Georgia, must be filed with this application. Photostated or faxed documents will not be accepted.

Authorized Signature Carol G. Emerling Date 9/15/92
 Carol G. Emerling, Secretary

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