

State of Idaho

Department of State

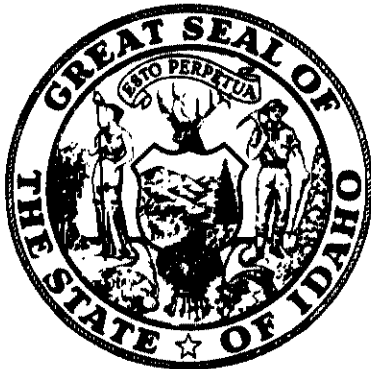
CERTIFICATE OF AUTHORITY OF

MILES INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MILES INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MILES, INC. to transact business in this State under the name MILES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zavala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

APR 23 3 10 PM 1986
SECRETARY OF STATE

1. The name of the corporation is MILES INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Indiana

4. The date of its incorporation is March 6, 1986 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1127 Myrtle Street, Elkhart, Indiana 46514

6. The address to which correspondence should be addressed, if different from that in item 5. _____

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To have and to exercise any and all of the powers and privileges now or hereafter conferred by the laws of the State of Indiana, upon corporations formed under the "Indiana General Corporation Act" or under any act amendatory thereof, supplemental thereto, or substituted therefor.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached		

(continued on reverse)

Name

Office

Address

10/18/91 10:41 AM

3/18/92 10:41 AM

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 28, 1991

MILES INC.

(Corporation Name)

By Stephen B. Paige

Stephen B. Paige Its ~~President~~ Vice President (please specify)

and Franklin E. Breckenridge

Franklin E. Breckenridge Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF INDIANA)

COUNTY OF ELKHART) ss:

I, Glenda G. Henderson, a notary public, do hereby certify that on this 28th day of August, 19 91, personally appeared before me MILES INC., who being by me first duly sworn, declared that (s)he is the Vice President of MILES INC.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

GLEND G. HENDERSON
NOTARY PUBLIC STATE OF INDIANA
ST. JOSEPH COUNTY
MY COMMISSION EXP. APR. 12, 1995

Glenda G. Henderson
Notary Public

August 23, 1991

**MILES INC.
OFFICERS**

<u>Officer/Title</u>	<u>Office Address</u>
Helge H. Wehmeier Chairman	Bayer USA Inc. One Mellon Center 500 Grant Street Pittsburgh, PA 15219-2502
Dr. Klaus H. Risse, President & Chief Executive Officer	Miles Inc. 1127 Myrtle Street Elkhart, IN 46513
Dr. Wilhelm F. Schaeffler Executive Vice President	Miles Inc. Pharmaceutical Division Cutter Biological Fourth & Parker Streets Berkeley, CA 94710
Dr. Roger G. Stoll Executive Vice President	Miles Inc. Diagnostics Division 511 Benedict Avenue Tarrytown, NY 10591
Horst K. D. Wallrabe Executive Vice President	Miles Inc. Pharmaceutical Division 400 Morgan Lane West Haven, CT 06516
Dr. James M. Adams Vice President	Haarmann & Reimer 70 Diamond Road Springfield, NJ 07081
Dr. David M. Hillenbrand Vice President	Miles Inc. 1127 Myrtle Street Elkhart, IN 46514
Stephen M. Reim Vice President	Miles Inc. Consumer Household Products 7123 West 65th Street Chicago, IL 60638
Werner Spinner Vice President	Miles Inc. 1127 Myrtle Street Elkhart, IN 46514
Dr. Frank Wenzel Vice President	Miles Inc. 1127 Myrtle Street Elkhart, IN 46514

August 23, 1991

Officer/Title

Stephen B. Paige, Vice President,
General Counsel & Secretary

Jon R. Wyne
Treasurer

Jay H. Ganger
Controller

Office Address

Miles Inc.
1127 Myrtle Street
Elkhart, IN 46514

Bayer USA
One Mellon Center
500 Grant Street
Pittsburgh, PA 15219

Miles Inc.
1127 Myrtle Street
Elkhart, IN 46514

August 23, 1991

MILES INC.
BOARD OF DIRECTORS

Director

Office Address

Helge H. Wehmeier

Bayer USA Inc.
One Mellon Center
500 Grant Street
Pittsburgh, PA 15219-2502

Lehman F. Beardsley

Miles Inc.
1127 Myrtle Street
Elkhart, IN 46514

Dr. Gerhard Berg

Bayer AG
Sektor 2 - Leitung
Geb. W1 - 19.OG
Leverkusen, Bayerwerk
Germany

Dr. David M. Hillenbrand

Miles Inc.
1127 Myrtle Street
Elkhart, IN 46514

Dr. Hans G. Kraetzer

Bayer AG
Sektor 5 - Leitung
Geb. 6100 - Monheim
5090 Leverkusen, Bayerwerk
Germany

Gerd D. Mueller

Bayer USA Inc.
One Mellon Center
500 Grant Street
Pittsburgh, PA 15219

Dr. Klaus H. Risse

Miles Inc.
1127 Myrtle Street
Elkhart, IN 46514

Dr. Roger G. Stoll

Miles Inc.
Diagnostics Division
511 Benedict Avenue
Tarrytown, NY 10591

Horst K. D. Wallrabe

Miles Inc.
Pharmaceutical Division
400 Morgan Lane
West Haven, CT 06516

August 23, 1991

Director

Dr. Konrad M. Weis

Dr. Walter Wenninger

Office Address

Bayer USA Inc.
One Mellon Center
500 Grant Street
Pittsburgh, PA 15219

Bayer AG
Geb Q-30
5090 Leverkusen, Bayerwerk
Germany

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

Aug 30 10 19 AM '91
SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, JOSEPH H. HOGSETT, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

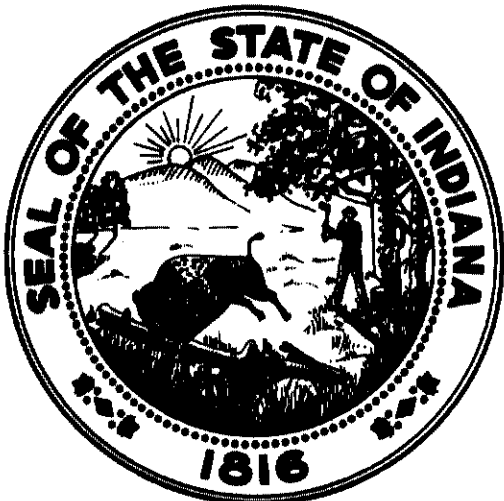
I further certify that records of this office disclose that

MILES INC.

filed Articles of Incorporation on March 06, 1986, and is a corporation duly organized and existing under and by virtue of the Laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by law with the Secretary of State, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the State of Indiana.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-eighth day of August , 1991



JOSEPH H. HOGSETT, Secretary of State

By

Joseph H. Hogsett
Debra L. Schaub

Deputy