

# State of Idaho

Office of the Secretary of State

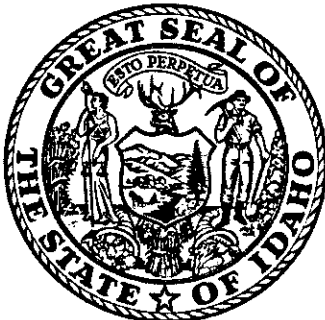
**CERTIFICATE OF AUTHORITY  
OF  
BAYER HEALTHCARE PHARMACEUTICALS INC.**

File Number C 176744

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: January 18, 2008



*Ben Yursa*

SECRETARY OF STATE

By *[Signature]*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

08 JAN 18 AM 11:05

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Bayer HealthCare Pharmaceuticals Inc.

2. The name which it shall use in Idaho is: \_\_\_\_\_

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: September 07, 1979

5. The address of its principal office is: c/o Bayer Healthcare Pharamaceuticals Inc.

6 West Belt, Wayne, NJ 07470-6806

6. The address to which correspondence should be addressed, if different from item 5, is:

1401 Shoreline Drive, Suite 2

Boise, ID 83702

7. The street address of its registered office in Idaho is: \_\_\_\_\_

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name	Office	Address
<u>See attached officers/directors rider</u>		

Dated: 1/8/08Signature: Paul F. WrightTyped Name: Paul F. WrightCapacity: Vice President Tax

[The signer must be a director or an officer of the corporation.]

Customer Acct # : \_\_\_\_\_

(If using pre-paid account)

Secretary of State use only

g:\comptons\corp  
forms\appforauthority\_profit.pmd  
Revised 06/2005

IDAHO SECRETARY OF STATE  
01/18/2008 05:00  
CK: 100004834 CT: 74104 BH: 1095478  
1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

Web Form

C176744

## OFFICERS/DIRECTORS RIDER

IA-Application for Certificate of Authority

Bayer HealthCare Pharmaceuticals Inc.

### List of Officers

**Name:** Reinhard Franzen  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Title:** President & CEO

**Name:** Wolfgang Kunze  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Title:** Executive VP & CFO

**Name:** Robert Chabora  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Title:** Executive VP & Secretary

**Name:** Paul F. Wright  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Title:** Vice President-Tax

**Name:** Tracy E. Spagnol  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Title:** Vice President & Treasurer

**Name:** Andreas Beier  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Title:** Vice President

**Name:** Angela Staunton  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Title:** Assistant Secretary

**Name:** Alan Stevenson  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Title:** Assistant Secretary

### List of Directors

**Name:** Dr. Attila Molnar  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Term:**

**Name:** Dr. Franz-Josef Berners  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Term:**

**Name:** Dr. Gunnar Riemann  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Term:**

**Name:** Willy Scherf  
**Bus. Addr.:** 6 West Belt, Wayne, NJ 07470-6806

**Term:**

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYER HEALTHCARE PHARMACEUTICALS INC." 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 SEVENTEENTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

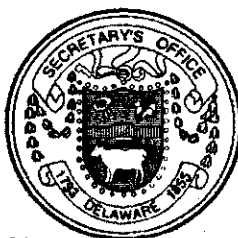
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAYER HEALTHCARE PHARMACEUTICALS INC." WAS INCORPORATED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 1979.

0878565 8300

080055394

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6318691

DATE: 01-17-08