

Filing Fee: \$150.00

ID Number: 129781



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:
Bayer HealthCare LLC (C. 06000 o/c Connecticut)

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 10/16/2002

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:
10 Weybosset Street Providence , RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:
1209 Orange Street, Wilmington, DE 19801

9. The mailing address for the limited liability company is:
511 Benedict Avenue, Tarrytown, NY 10591

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FEB 04 2003
BY [Signature]
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10. The limited liability company is to be managed by:

(Check one box only)

its members *or* by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager: *N.A.*

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 14, 2003

Bayer HealthCare LLC

Print Exact Name of Limited Liability Company Making Application

By *PF Wight*
Signature of authorized person
Bayer Corporation *Paul F. Wight, VP*

BAYER CORPORATION
100 BAYER ROAD
PITTSBURGH, PA 15205

LETTER OF CONSENT TO USE OF THE NAME

OF

BAYER HEALTHCARE LLC

Bayer Corporation, an Indiana corporation, and sole member of Bayer HealthCare LLC, a Delaware limited liability company, consents to the use of Bayer HealthCare LLC, by Bayer HealthCare LLC.

IN WITNESS WHEREOF, the undersigned has executed this Letter of Consent as of the 15th day of January, 2003.

BAYER CORPORATION
an Indiana corporation

By: 

Name: George J. Lykos

Title: Sr. Vice President, Chief Legal Officer and Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYER HEALTHCARE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2169198

DATE: 12-24-02