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(Requestor's Name)

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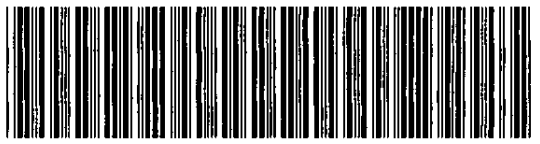
(Business Entity Name)

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FILED
2008 SEP -8 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/c

TB 9/11/08

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

400 ATLANTIC STREET

STAMFORD, CONNECTICUT 06901-3512

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BRUSSELS, BELGIUM

AFFILIATE OFFICES

MUMBAI, INDIA

September 3, 2008

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: BOC Edwards Pharmaceutical Systems, Inc. (the "Company")

Dear Sir or Madam:


The above Company is qualified to do business in Florida. In connection with the Company's change of name, I enclose the following:

1. an Application by Foreign Profit Corporation to file Amendment (in duplicate) originally executed by the Company;
2. a certified copy of the Company's charter documents, including the Amendment evidencing the Company's change of name as filed in Delaware; and
3. a check in the amount of \$35 payable to the Florida Department of State in payment of the filing fee.

Please return confirmation or acknowledgement of the filing (we are not requesting a certified copy) to the undersigned in the enclosed self addressed envelope.

If you have any questions, please contact me at (203) 351-8067.

Sincerely,


Beverly A. Painter
Legal Assistant

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BOC EDWARDS PHARMACEUTICAL SYSTEMS, INC. N/K/A IMA EDWARDS, INC.
(Name of Corporation)

DOCUMENT NUMBER: F06000001498

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BEVERLY PAINTER

(Name of Contact Person)

KELLEY DRYE & WARREN LLP

(Firm/Company)

400 ATLANTIC STREET

(Address)

STAMFORD, CT 06901

(City/State and Zip Code)

For further information concerning this matter, please call:

BEVERLY PAINTER

(Name of Contact Person)

at (203) 351-8067

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000001498

(Document number of corporation (if known))

FILED
2008 SEP - 8 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. BOC EDWARDS PHARMACEUTICAL SYSTEMS, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE (Incorporated under laws of) 3. MARCH 8, 2006 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? MARCH 17, 2008
5. IMA EDWARDS, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

✓ *Ernesto Renzi*
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Ernesto Renzi
(Typed or printed name of person signing)

Vice President - Sales
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "IMA EDWARDS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

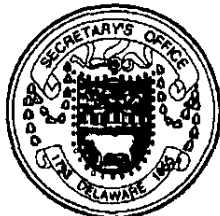
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SECOND DAY OF AUGUST, A.D. 2005, AT 10:09 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 2007, AT 12:22 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BOC EDWARDS PHARMACEUTICAL SYSTEMS, INC." TO "IMA EDWARDS, INC.", FILED THE SEVENTEENTH DAY OF MARCH, A.D. 2008, AT 12:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "IMA EDWARDS, INC.".



4009378 8100H

080919600

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6825826

DATE: 09-02-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:24 PM 08/02/2005
FILED 10:09 PM 08/02/2005
SRV 050637470 - 4009378 FILE

CERTIFICATE OF INCORPORATION
OF
BOC EDWARDS PHARMACEUTICAL SYSTEMS, INC

1. The name of the corporation is:

BOC EDWARDS PHARMACEUTICAL SYSTEMS, INC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5. (a) The name and mailing address of the sole incorporator is as follows:

NAME

Jan Borkowski

MAILING ADDRESS

575 Mountain Avenue
Murray Hill, NJ 07974

(b) The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

NAME

MAILING ADDRESS

Jonathan Swiss


575 Mountain Avenue
Murray Hill, NJ 07974

Lucy Thompson

575 Mountain Avenue
Murray Hill, NJ 07974

6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.
8. To the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.
9. Elections of directors need not be by ballot

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of August, 2005.


Jan Borkowski - Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:30 PM 12/19/2007
FILED 12:22 PM 12/19/2007
SRV 071340773 - 4009378 FILE

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

BOC EDWARDS PHARMACEUTICAL SYSTEMS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

BOC EDWARDS PHARMACEUTICAL SYSTEMS, INC.

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Executed on December 12, 2007

/s/ Mark Weller
Name: Mark Weller
Title: Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:05 PM 03/17/2008
FILED 12:53 PM 03/17/2008
SRV 080323780 - 4009378 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BOC EDWARDS PHARMACEUTICAL SYSTEMS, INC.

Pursuant to
§ 242 of the Delaware General Corporation Law

BOC Edwards Pharmaceutical Systems, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors and sole shareholder of the Corporation, in accordance with the General Corporation Law of the State of Delaware (the "DGCL"), duly adopted resolutions setting forth the following amendment (the "Amendment") to the Certificate of Incorporation of the Corporation, declaring the Amendment to be advisable.

SECOND: That the Amendment was adopted by unanimous written consent of the directors of the Corporation followed by the unanimous written consent of the sole holder of the outstanding shares of common stock entitled to vote thereon, all in accordance with Sections 242, 141(f), and 228 of the DGCL.

THIRD: Accordingly, the Certificate of Incorporation of the Corporation is hereby amended by deleting in its entirety the present Article 1 and substituting in lieu thereof the following:

"1. The name of the corporation is IMA EDWARDS, INC."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by José Ruiz, its Executive Vice President & General Manager, this 17th day of March, 2008.

BOC EDWARDS PHARMACEUTICAL
SYSTEMS, INC.

By: 
Name: José Ruiz
Title: Executive Vice President &
General Manager