

NCTD

A334722

AMENDED
STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

DO NOT WRITE IN THIS SPACE

FILED

In the office of the Secretary of State
of the State of California

JUN 17 1987

March Fong Eu
MARCH FONG EU, Secretary of State

1195294

GENENTECH, INC.

, a corporation

organized and existing under the laws of Delaware,
and which is presently qualified for the transaction of intrastate business in the
State of California, makes the following statements and/or designation:

That the name of the corporation has been changed to that hereinabove set forth
and that the name relinquished at the time of such change was _____

GENENTECH DELAWARE, INC.

GENENTECH, INC.

(Name of Corporation)

Brian C. Cunningham
(Signature of corporate officer)

Brian C. Cunningham

Vice President

(Typed name and title of officer signing)

INSTRUCTIONS:

1. If this Amended Statement shows a change of corporate name, there must be attached to this Amended Statement a certificate of an authorized public official of the state or place of incorporation, that such change of name was made in accordance with the laws of that state or place.
2. For filing this Amended Statement there is a fee of \$15.00.

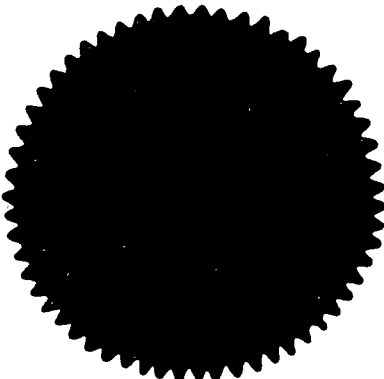


State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the "GENENTECH DELAWARE, INC.", filed a Certificate of
Merger , changing its corporate title to "GENENTECH, INC.", on the twenty-eighth day of
January, A.D. 1987, at 2:01 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *tenth* _____ *day*
of _____ *June* _____ *in the year of our Lord*
one thousand nine hundred and _____ *eighty-seven.*



Michael Harkins

Michael Harkins, Secretary of State