

Pfizer and Company, 230 Brighton Road, Clifton, New Jersey
July 16 to 26, 1969 (R. Goldstein)

On a routine sampling of cooling water from this company into MacDonald's Brook, analysis indicated the water contained a large quantity of polluting material, specifically hexavalent chromium, which was being used as a rust inhibitor. Mr. Lubetkin wrote to this company on July 26th, informing them that they must use a rust inhibitor which would be non-polluting. On August 19th, this company replied, thanking the Commissioners for bringing the matter to their attention, and stating that they had made arrangements to change the rust inhibitor to a different type, which they would submit to our laboratory for approval. Literature was submitted to our laboratory, and we informed the company that we could not evaluate any rust inhibitor on the basis of literature. Subsequently, a sample was submitted, and on September 11, Mr. Lubetkin informed the company that the material as submitted was considered non-polluting by the Commissioners in the concentrations to be used. During the time the testing and analysis were being done, the company had halted all use of any rust inhibitor, thus pollution actually was eliminated as soon as it was called to the company's attention.

BAA000002

Legal Division
Pfizer Inc
235 East 42nd Street
New York, NY 10017-5755



April 8, 2003

Ms. Kedari Reddy, Assistant Regional Counsel
Office of Regional Counsel – Region II
U.S. Environmental Protection Agency
290 Broadway – 17th Floor
New York, New York 10007-1866

Re: Lower Passaic River Study Area
CERCLA 104(e) Response

RECEIVED
APR 09 2003

Dear Ms. Reddy:

Enclosed please find the certified response to the U.S. EPA Region II request for information pursuant to 42 U.S.C. 9601-9675. In accordance with prior discussions with your office, we were granted an extension to file till April 15, 2003.

Please note that we have not completed our internal due diligence and we will supplement our response once our inquiry is completed. In particular, we are diligently investigating the purported nexus to the lower Passaic River faxed to us on March 27, 2003. Frankly, the documentation alleging nexus remitted to us by EPA does not establish any relationship between our operations and the Lower Passaic River Study Area.

Even though Pfizer is providing the enclosed information, it has no reason to believe that it has contributed to the contamination of the Lower Passaic River Study Area, Diamond Alkali site. Pfizer respectfully requests that it be dismissed from any further proceedings regarding this matter and that it be removed from the list of potentially responsible parties.

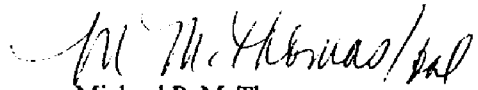
Pfizer reserves all rights and defenses it may have available to it and reserves the right to amend and supplement, and contradict, the enclosed responses upon discovery of conflicting information from further diligent inquiry.

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Thank you for your attention to this matter. If you have any questions, please contact me at 212.733.8456.

Sincerely,


Michael P. McThomas

852790002

TIERRA-B-010520

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ATTACHMENT B
REQUEST FOR INFORMATION

The United States Environmental Protection Agency ("EPA") is investigating the release of hazardous substances into the Passaic River. Please provide the information requested below, including copies of all available documentation that supports your answers.

- 1) How long has your company operated at the facility? If your company no longer operates at this facility, during what years did your company operate at the facility?

The Clifton Distribution Center was located at 230 Brighton Road, Clifton, New Jersey and has been a warehouse/distribution center throughout its history. As of the date of divestiture, the facility consisted of approximately 120,000 square feet of warehouse space used for the storage of finished products awaiting distribution, and the remainder of office space. As such, there were no process waste streams. Pfizer has been the lessee/operator or owner/operator from the initial property development until 1999. Operations at the facility ceased in August 1999, and Pfizer subsequently vacated the building.

- 2) a) Does your company have or has it in the past had a permit or permits issued pursuant to the Resource Conservation and Recovery Act, 42 U.S.C. §6901 et seq.? If "yes", please provide the years that your company held such a permit and its EPA Identification Number.

None.

- b) Does your company have or has it in the past had a permit or permits issued pursuant to the Federal Water Pollution Control Act, 33 U.S.C. § 1251, et seq. If "yes", please provide the years that your company held such a permit.

None.

- 3) Did your company receive, utilize, manufacture, discharge, release, store or dispose of any materials containing the following substances:

| | Yes | No |
|--|-----------|-----------|
| 2,3,7,8 tetrachlorodibenzo-p-dioxin | _____ | <u>X</u> |
| 2,4-Dichlorophenoxy acetic acid (2,4-D) | _____ | <u>X</u> |
| 2,4,5-Trichlorophenoxy acetic acid (2,4,5-T) | _____ | <u>X</u> |
| 2,4,5-Trichlorophenol (2,4,5-TCP) | _____ | <u>X</u> |
| or other dioxin compounds | _____ | <u>X</u> |
| Dichlorodiphenyl-trichloroethate (DDT) | _____ | <u>X</u> |
| Benzene | _____ | _____ |
| Ethyl benzene | _____ | <u>X</u> |

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| | | | |
|---|-------------------|-------------------|-------------------|
| Total Petroleum Hydrocarbons (TPEH) | <u> </u> | <u> </u> | <u>X</u> |
| Polyaromatic Hydrocarbons (PAH) | <u> </u> | <u> </u> | <u>X</u> |
| If "yes". please list specific compounds. | <u> </u> | <u> </u> | <u> </u> |
| Toluene | <u> </u> | <u> </u> | <u>X</u> |
| Xylene | <u> </u> | <u> </u> | <u>X</u> |
| PCBs | <u> </u> | <u> </u> | <u>X</u> |
| Antimony | <u> </u> | <u> </u> | <u>X</u> |
| Argon | <u> </u> | <u> </u> | <u>X</u> |
| Arsenic | <u> </u> | <u> </u> | <u>X</u> |
| Cadmium | <u> </u> | <u> </u> | <u>X</u> |
| Chlorine | <u> </u> | <u> </u> | <u>X</u> |
| Chromium | <u>X</u> | <u> </u> | <u> </u> |
| Copper | <u> </u> | <u> </u> | <u>X</u> |
| Iron | <u> </u> | <u> </u> | <u>X</u> |
| Lead | <u> </u> | <u> </u> | <u>X</u> |
| Mercury | <u> </u> | <u> </u> | <u>X</u> |
| Nickel | <u> </u> | <u> </u> | <u>X</u> |
| Silver | <u> </u> | <u> </u> | <u>X</u> |
| Sulfur | <u> </u> | <u> </u> | <u>X</u> |
| Titanium | <u> </u> | <u> </u> | <u>X</u> |
| Vanadium | <u> </u> | <u> </u> | <u>X</u> |
| Zinc | <u> </u> | <u> </u> | <u> </u> |
| Cyanide | <u> </u> | <u> </u> | <u>X</u> |
| Acetone | <u>X</u> | <u> </u> | <u> </u> |
| Acetylene | <u>X</u> | <u> </u> | <u> </u> |
| Acetylene tetrabromide | <u> </u> | <u> </u> | <u>X</u> |
| 2 butoxy ethanol | <u> </u> | <u> </u> | <u>X</u> |
| Bis (2-ethylhexyl) phthalate | <u> </u> | <u> </u> | <u>X</u> |
| Chlorodifluoromethane | <u>X</u> | <u> </u> | <u> </u> |
| Chloropentafluoromethane | <u> </u> | <u> </u> | <u>X</u> |
| Chlorotrifluoromethane | <u> </u> | <u> </u> | <u>X</u> |
| Dibutyl phthalate | <u> </u> | <u> </u> | <u>X</u> |
| Dichlorodifluoromethane | <u> </u> | <u> </u> | <u>X</u> |
| Naphtha | <u> </u> | <u> </u> | <u>X</u> |
| Silver nitrate | <u> </u> | <u> </u> | <u>X</u> |
| Sodium bisulfide | <u> </u> | <u> </u> | <u>X</u> |
| Sodium hydroxide | <u>X</u> | <u> </u> | <u> </u> |
| Sodium nitrate | <u> </u> | <u> </u> | <u>X</u> |
| Tungsten | <u> </u> | <u> </u> | <u>X</u> |

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- 4) a) Provide a description of the manufacturing processes for which all hazardous substances, including, but not limited to, the substances listed in response to item (3), were a product or by-product.

The Pfizer Inc facility contained office and warehouse space that was used for storage and distribution purposes. Manufacturing operations were not conducted at the site and therefore there were no process waste streams. Orders were filled by distributing individual boxed materials. There was no mixing, blending, or original packaging conducted for these products. Due to the prescription nature of many of the materials handled, there were tight inventory controls, on-site security controls and tamper proof seals on individual containers.

A small flavors and fragrance distribution operation was located in the warehouse during a portion of the operating history. This operation was part of wholly-owned subsidiary of Pfizer. All manufacturing was conducted in France, with repackaging, storage and distribution completed at the site.

- b) During what parts of the manufacturing processes identified in the response to items (4)(a), above, were hazardous substances, including, but not limited to, the substances listed in response to item (3), generated?

Not applicable – no manufacturing processes were undertaken at the Brighton Road warehouse.

- i) Describe the chemical composition of these hazardous substances.
- ii) For each process, what amount of hazardous substances was generated per volume of finished product?
- iii) Were these hazardous substances combined with wastes from other processes? if so, wastes from what processes"

- 5) Describe the methods of collection, storage, treatment, and disposal of all hazardous substances, including, but not limited to, the substances listed in response to item (3) and (4). Include information on the following:

Materials stored at the facility included prescription drugs, consumer health care products, and ingredients for the food and beverage industry. These materials are not hazardous substances. The materials were delivered to the facility in containerized and boxed condition.

During its recent operating history, the distribution center temporarily stored equipment and materials for a nearby Pfizer Inc facility. The equipment was delivered on pallets and shrink wrapped prior to being placed on shelves inside the warehouse. The materials stored were cobalt and chromium pellets (which were

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solid, contained in sealed steel drums and stacked on pallets inside the warehouse.) This storage activity did not give rise to any discharge or generation of waste.

Routine chemicals necessary to maintain a warehouse were stored on site in de minimis quantities. From prior ISRA reports (attached), records show there was a can of acetone stored in the flammable storage area; there was a cylinder of acetylene in the maintenance shop; a cylinder of chlorodifluoromethane was located in the warehouse; and, a can of sodium hydroxide was located in the warehouse; all in small quantities. The flammable storage area consisted of an approximate 700 square foot room used to store various flammable substances used for floor maintenance and cleaning.

a) Identify all persons who arranged for and managed the processing, treatment, storage and disposal of hazardous substances.

None.

b) If hazardous substances were taken off-site by a hauler or transporter, provide the names and addresses of the waste haulers and the disposal site locations.

Not applicable.

c) Describe all storage practices employed by your company with respect to all hazardous substances from the time operations commenced until the present. Include all on-site and off-site storage activities.

The distribution center temporarily stored equipment and materials for a nearby Pfizer Inc facility. The equipment was delivered on pallets and shrink wrapped prior to being placed on shelves inside the warehouse. The materials stored were cobalt and chromium pellets (which were solid, contained in sealed steel drums and stacked on pallets inside the warehouse.)

Routine chemicals necessary to maintain a warehouse were stored on site in de minimis quantities. From prior NJDEP ISRA reports, records show there was a can of acetone stored in the flammable storage area; there was a cylinder of acetylene in the maintenance shop; a cylinder of chlorodifluoromethane was located in the warehouse; and, a can of sodium hydroxide was located in the warehouse.

The flammable storage area consisted of an approximate 700 square foot room used to store various flammable substances used for floor maintenance and cleaning. There were no known fires or spills reported at this storage area. A 500 gallon UST was once in place, designed to collect any potential spill from this area. The tank was designed to collect spills and water which might overflow the area should the sprinkler system turn on during a fire. There were no reported spills in the flammable storage area, nor has there been a fire at the facility resulting in a

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sprinkler system discharge. As noted, the tank was never used and was empty when removed in 1988.

Two chemical storage cabinets were located in the boiler room. These cabinets were used to store containers of less than 5-gallon capacity of gasoline, lubrication materials, paints. The cabinets were designed to contain any potential spillage, of which none was reported.

i) If drums were stored outside, were the drums stored on the ground or were they stored on areas that had been paved with asphalt or concrete? Please provide a complete description of these storage areas.

Not applicable. To the best of our current knowledge and belief, no outside storage was utilized.

ii) When drums were stored outside, were empty drums segregated from full drums?

Not applicable.

d) What processes do you use to treat your waste? What do you do with the waste after it is treated?

There was no waste generated by the warehouse that required treatment. The typical waste generated by the warehouse and office was municipal solid waste.

6) a) For process waste waters generated at the facility which contained any hazardous substances, including, but not limited to, the substances listed in response to item (3) and (4):

Not applicable. No process waste waters were generated at the warehouse.

i) Where was the waste water discharged and during what years?

No industrial wastes or sanitary sludges were generated at the facility. The site was serviced by the local sanitary sewer since initial construction in 1957/58. Sanitary wastewater was discharged to the City of Clifton's sanitary sewer system. Sanitary sewage for the City of Clifton is treated at a public facility in Newark, New Jersey which is operated by the Passaic Valley Sewage Commission.

ii) Was the waste water discharged into a sanitary sewer and if so, during what years?

Sanitary wastewater was discharged to the City of Clifton's sanitary sewer system since 1958.

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iii) Was the waste water treated before being discharged to the sanitary sewer and if so, how? Please be specific.

No industrial wastewaters were generated at the facility; therefore, there was no pretreatment. Only sanitary wastewater was discharged to the sanitary sewer system.

iv) If the waste waters were not discharged to the sanitary sewer, where were they disposed and during what years?

Not applicable.

v) Please provide the results of any analyses performed on any waste process streams generated at the facility.

Not applicable.

b) For floor drains or other disposal drains at the facility:

i) Did the drains connect to a sanitary sewer and if so, during what years?

All floor drains were connected to the sanitary sewer system, except for the spill control system for the facility's flammable storage area. The drains were connected to the sanitary sewer drainage system since 1957/58. Floor drains were located in the boiler rooms, showers, and bathrooms.

ii) If the floor drains or other disposal drains at the facility were not discharged to the sanitary sewer, where did they discharge and during what years?

Not applicable.

c) i) Did any storm sewers, catch basins or lagoons exist at any time at the facility and if so, during what years?

Storm sewers an along the north, south and east property boundaries to collect surface-water runoff, roof drainage, and water from the fire sprinkler system and pump house when the system was tested or inspected.

ii) If catch basins or lagoons existed, were they lined or un-lined?

Not applicable.

iii) What was stored in the lagoons?

Not applicable.

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iv) Where was the discharge from any of these structures released and during what years? Was this discharge treated before its release and if so, how and during what years? What was the chemical composition of any waste waters released?

Not applicable.

d) Please supply diagrams of any waste water collection, transport or disposal systems on the property.

See attached.

7) a) For each hazardous substance, including, but not limited to, the substances listed in response to item (3) or identified in the responses to item (4), above, provide the total amount generated during the operation of the facility on an annual basis.

There were no hazardous substances listed in items (3) or (4) generated at the facility. The distribution center temporarily stored equipment and materials for a nearby Pfizer Inc facility. The equipment was delivered on pallets and shrink wrapped prior to being placed on shelves inside the warehouse. The materials stored were cobalt and chromium pellets (which were solid, contained in sealed steel drums and stacked on pallets inside the warehouse.) These materials were raw feedstock destined for manufacturing facilities, were only stored temporarily during a moving transition and were not regular inventory of the facility.

b) Were any hazardous substances, including, but not limited to, the substances listed in response to item (3) or identified in the responses to item (4), above, disposed of in the Passaic River or discharged to the Passaic River? If yes, identify the hazardous substances, estimate the amount of material discharged to or disposed of in the Passaic River and the frequency with which this discharge or disposal occurred. Also please include any sampling of the river which you might have done after any discharge or disposal.

To the best of our knowledge and belief, there were no discharges of substances disposed of or discharged to the Passaic River. There was a sanitary discharge to a publicly owned treatment works since original construction in 1958.

8) Please identify any leaks, spills, explosions, fires or other incidents of accidental material discharge that occurred at the facility during which or as a result of which any hazardous substances, including, but not limited to, the substances listed in response to item (3) or (4), were released on the property, into the waste water or storm drainage system at the facility or to the Passaic River. Provide any documents or information relating to these incidents, including the ultimate disposal of any contaminated materials.

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To the best of our knowledge and belief, there were no incidents resulting in material discharge that occurred at the facility.

a) Please provide the results of any sampling of the soil, water, air or other media after any such incident and before and after clean-up. Please provide in this information all sampling performed for or by NJ DEP.

9) a) Was your facility ever subject to flooding. If so, was the flooding due to:

No known flooding occurred at the facility.

i) overflow from sanitary or stone sewer back-up, and/or

ii) flood overflow from the Passaic River?

b) Please provide the date and duration of each flood event.

10) Please provide a detailed description of any civil, criminal or administrative proceedings against your company for violations of any local, State or federal laws or regulations relating to water pollution or hazardous waste generation, storage, transport or disposal. Provide copies of all pleadings and depositions or other testimony given in these proceedings.

No known proceedings were brought against the company related to this facility.

11) Provide a copy of each document which relates to the generation, purchase, use, handling, hauling, and/or disposal of all hazardous substances, including, but not limited to, the substances listed in response to item (3) or (4). If you are unable to provide a copy of any document, then identify the document by describing the nature of the document (e.g. letter, file memo, invoice, inventory form, billing record, hazardous waste manifest, etc.). Describe the relevant information contained therein. Identify by name and job title the person who prepared the document. If the document is not readily available, state where it is stored, maintained, or why it is unavailable.

The facility was a warehouse and was not a hazardous waste generator.

12) a) Did you or anyone else sample the soil, ground water, surface water, ambient air or other environmental media at the facility for purposes other than those identified in questions above?

Soil samples and evaluation of the environmental conditions of the site were undertaken by Roux Associates, Inc. : NJDEP ISRA Case No. 94078 & ISRA Case No. E99625. A Cessation of Operations negative declaration was issued for the site by NJDEP in January, 1995, and upon sale of the property a No Further Action Letter and Covenant Not to Sue was issued by NJDEP dated February 22, 2000.

b) If so, please provide all other documents pertaining to the results of these analyses.

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Copies of the reports are attached

13) a) Has your company owned the facility at the location designated above? If so, from whom did your company purchase the property and in what year? If your company subsequently sold the property, to whom did your company sell it and in what year? Please provide copies of any deeds and documents of sale.

Pfizer, Inc. was the owner and operator of the facility beginning December 20, 1983. It purchased the property from the General Electric Pension Trust in 1983. Pfizer sold the property in 2000 to Waitex International/Global Fulfillment, Inc.

b) If your company did not own the facility, from whom did your company rent the facility and for what years? Please provide copies of any rental agreements.

| Name | Owner | From | To |
|--------------------------------|-------|------------------|-------------------|
| Weny Bros & Stroms Co. | Owner | October 24, 1957 | October 30, 1957 |
| General Electric Pension Trust | Owner | October 30, 1957 | December 20, 1983 |

c) To the extent that you know, please provide the names of all parties who owned or operated the facility during the period from 1940 through the present. Describe the relationship, if any, of each of those parties with your company.

| Name | Owner/Operator | From | To |
|--------------------------------|-----------------|-------------------|-------------------|
| Weny Bros & Stroms Co. | Owner | Undeveloped | October 30, 1957 |
| Chas. Pfizer & Co., Inc. | Lessee/Operator | October 24, 1957 | December 20, 1983 |
| General Electric Pension Trust | Owner | October 30, 1957 | December 20, 1983 |
| Pfizer, Inc. | Owner/Operator | December 20, 1983 | March 21, 2000 |
| Global Fulfillment, Inc. | Owner/Operator | March 21, 2000 | Present |

14) Answer the following questions regarding Your business or company. In identifying a company that no longer exists, provide all the information requested, except for the agent for service of process. If your company did business under more than one name, list each name.

a) State the legal name of your company.

Pfizer Inc

b) State the name and address of the president or the chairman of the board, or other presiding officers of your company.

**Hank McKinnell, Ph.D.
Chairman of the Board
Chief Executive Officer**

April 8, 2003

**Pfizer Inc
235 East 42nd Street
New York, New York 10017**

- c) State the number of people employed by your company.

About 85,000

- d) Identify the state of incorporation of your company and your company's agent for service of process in the state of incorporation and in New Jersey.

Pfizer Inc, was incorporated June 2, 1942 in Delaware

Agent: Delaware

**The Corporation Trust Co.
Registered Office
Corporate Trust Center
1209 Orange St.
Wilmington, DE 19801
800.677.3394**

Agent: New Jersey

**The Corporation Trust Company
820 Bear Tavern Road
West Trenton, NJ 08628**

- e) Provide a copy of your company's "Certificate of Incorporation" and any amendments thereto.

The certificate of incorporation is attached.

- f) If your company is a subsidiary or affiliate of another company. Or has subsidiaries, or is a successor to another company, identify these related companies. For each related company, describe the relationship to your company; indicate the date and manner in which each relationship was established.

A list of United States subsidiary companies is attached.

- g) Identify any predecessor organization and the dates that such company became part of your company.

Charles Pfizer & Company opened in 1849. Pfizer filed for incorporation in New Jersey in 1900.

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**Pfizer Inc
235 East 42nd Street
New York, NY 10017**

- e. William Rosolen
Warehouse Operations Manager – 1st floor
Pfizer Inc
Consumer Health Care Group
100 Jefferson Road
Parsippany, NJ 07054**
- f. Conrad Marosek
Northeast Logistics Manager
Parsippany Logistics Center
100 Jefferson Road
Parsippany, NJ 07054**
- g. Keisha Holmes
Executive Associate
Pfizer
6 Century Drive
Parsippany, NJ 07054**
- h. Susan Grant
Pfizer
235 East 42nd Street
New York, NY 10017**
- i. Thomas Clinton
Retired**
- j. Thomas Mone
Retired**
- k. James McKenna
Retired**

From the above list, Thomas Mone, James McKenna, Thomas Clinton and William Rosolen are believed to have personal knowledge of the operations at the Clifton Distribution Center.

| | | |
|---|--|---------------|
| Agouron Pharmaceuticals, Inc. | 10350 North Torrey Pines Road, LaJolla, California 92037 | United States |
| American Chicle Company | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| American Food Industries, Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Anadem Research Corp. | 235 East 42nd St. New York, NY 10017-5755 | United States |
| Community Care Health Solutions Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Community Health Care Solutions LLC | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Distribuidora Mercantil Centro Americana, S.A | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Euronett, Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Health Care Ventures, Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Hill Holding, LLC | 235 East 42nd Street, New York, NY 10017 | United States |
| International Affiliated Corporation | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Keystone Chemurgic Corp. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Lambert & Feasley, Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| MED Urological, Inc. | 235 East 42nd Street, New York, NY 10017 | United States |
| Med-Tech Ventures, Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| MTG Divestitures Inc. | 235 E. 42nd Street, New York, NY 10017-5755 | United States |
| Parke, Davis & Company | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Parke-Davis Manufacturing Corp. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| P-D Co., Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Pfizer Enterprises Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Pfizer H.C.P. Corporation | 235 East 42nd St., New York, NY 10017-5755 | United States |
| Pfizer Health Solutions Inc | 235 East 42nd Street New York, 5th Floor, NY 10017-5755 | United States |
| Pfizer International Inc. | 235 East 42nd Street New York, NY 10017-5755 | United States |
| Pfizer Inventory Co. | 235 East 42nd Street, New York, New York, 10017 | United States |
| Pfizer Manufacturing LLC | 235 East 42nd Street, New York, NY 10017 | United States |
| Pfizer Medical Systems, Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Pfizer Overseas, Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Pfizer Pharmaceuticals LLC | KM 58.2 Road #2, Barceloneta, Puerto Rico 00617 | United States |
| Pfizer Pharmaceuticals, Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Pfizer Pigments Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Pfizer Production LLC | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Pfizer Products Inc. | Eastern Point Road, Groton Connecticut 06340-5146 | United States |
| Programmable Pump Technologies, Inc. | 235 East 42nd Street, New York, NY 10017 | United States |
| Quigley Company Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Renrall Limited | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Schick North America, Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Shiley Incorporated | United States | United States |
| Shiley International | United States | United States |
| Site Realty, Inc. | 235 East 42nd Street, New York, NY 10017-5755 | United States |
| Solinor Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Tabor Corporation | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Warner-Lambert Company | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Warner-Lambert International Company | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Warner-Lambert LLC | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Warner-Lambert, S.A. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| W-C Laboratories, Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| Willinger Bros., Inc. | 201 Tabor Road, Morris Plains, NJ 07950 | United States |
| WL Cumbica LLC | 201 Tabor Road, Morris Plains, NJ 07950 | United States |

852790014

RESTATED
CERTIFICATE OF INCORPORATION
of
PFIZER INC.

APRIL 2000

852790015

**RESTATED
CERTIFICATE OF INCORPORATION
OF
PFIZER INC.**

Pfizer Inc., a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES AS FOLLOWS:

1. The name of the corporation is Pfizer Inc. The name under which it was originally incorporated was Chas. Pfizer & Co., Inc. The date of filing its original Certificate of Incorporation with the Secretary of State was June 2, 1942.

2. This Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the General Corporation Law of Delaware.

3. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation as amended or supplemented heretofore and there is no discrepancy between this Restated Certificate of Incorporation and the text of the Certificate of Incorporation as amended or supplemented heretofore.

4. The text of the Certificate of Incorporation as amended or supplemented heretofore is hereby restated without further amendments or changes to read as herein set forth in full:

FIRST: The name of the Corporation is and shall be Pfizer Inc. (hereinafter in this Restated Certificate of Incorporation called the "Corporation").

SECOND: The principal office and place of business of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle; and the name and post office address of the registered agent of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are as follows:

To carry on the business of chemists, druggists, chemical manufacturers, importers, exporters, manufacturers of and dealers in chemical, pharmaceutical, medicinal, and other preparations and chemicals.

To engage in, conduct, perform or participate in every kind of commercial, agricultural, mercantile, manufacturing, mining,

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transportation, industrial or other enterprise, business, work, contract, undertaking, venture or operation.

To buy, sell, manufacture, refine, import, export and deal in all products, goods, wares, merchandise, substances, apparatus, and property of every kind, nature and description, and to construct, maintain, and alter any buildings, works or mines.

To enter into, make and perform contracts of every kind with any person, firm or corporation.

To take out patents, trade-marks, trade names and copyrights, acquire those taken out by others, acquire or grant licenses in respect of any of the foregoing, or work, transfer, or do whatever else with them may be thought fit.

To acquire the good-will, property, rights, franchises, contracts and assets of every kind and undertake the liabilities of any person, firm, association or corporation, either wholly or in part, and pay for the same in the stock, bonds or other obligations of the Corporation or otherwise.

To purchase, hold, own, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations, of any state, territory or country, and while owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote thereon.

To issue bonds, debentures or obligations of the Corporation, at the options of the Corporation, secure the same by mortgage, pledge, deed of trust or otherwise, and dispose of and market the same.

To purchase, hold and re-issue the shares of its capital stock and its bonds and other obligations.

To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of one or more of the objects herein enumerated, or of the powers herein named, or which shall at any time appear conducive to or expedient for the protection, or benefit of the Corporation, either as holder of, or interested in, any property or otherwise, to the same extent as natural persons might or could do, in any part of the world.

To conduct any of its business in the State of Delaware and elsewhere, including in the term "elsewhere" any of the states, districts, territories, colonies or dependencies of the United States, and in any and all foreign countries and to have one or more offices, and to hold, purchase, mortgage and convey real and personal property, without limit as to amount, within or (except as and when forbidden by local laws) without the State of Delaware.

To carry on any other business to any extent and in any manner not prohibited by the laws of Delaware or, where the Corporation may seek to do such business elsewhere, by local laws.

The foregoing clauses shall be construed both as objects and powers, but no recitation or declaration of specific or special objects or powers herein enumerated shall be deemed to be exclusive; but in each and every instance it is hereby expressly declared that all other powers, not inconsistent therewith, now or hereafter permitted or granted under the laws of Delaware, or by the laws of any other state or country into which the Corporation may go or seek to do business, are hereby expressly included as if such other or general powers were herein set forth.

FOURTH:

A. Authorized Shares and Classes of Stock.

The total number of shares and classes of stock that the Company shall have authority to issue is nine billion twelve million (9,012,000,000) shares, which shall be divided into two classes, as follows: twelve million (12,000,000) shares of Preferred Stock, without par value, and nine billion (9,000,000,000) shares of Common Stock of the par value of \$.05 per share.

**B. Designations, Powers, Preferences and Rights,
in Respect of the Shares of Preferred Stock.**

(1) Shares of the Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Board of Directors may determine. All shares of any one series shall be of equal rank and identical in all respects.

(2) Authority is hereby expressly granted to the Board of Directors to fix from time to time, by resolution or resolutions providing for the issue of any series of Preferred Stock, the designation of such series, and the powers, preferences and rights of the shares of such series, and the qualifications, limitations or restrictions thereof, including the following:

(a) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the Board of Directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors;

(b) The dividend rate or rates on the shares of such series and the preferences, if any, over any other series (or of any other series over such series) with respect to

dividends, the terms and conditions upon which and the periods in respect of which dividends shall be payable, whether and upon what conditions such dividends shall be cumulative and, if cumulative, the date or dates from which dividends shall accumulate;

(c) Whether or not the shares of such series shall be redeemable, the limitations and restrictions with respect to such redemptions, the time or times when, the price or prices at which and the manner in which such shares shall be redeemable, including the manner of selecting shares of such series for redemption if less than all shares are to be redeemed;

(d) The rights to which the holders of shares and such series shall be entitled, and the preferences, if any, over any other series (or of any other series over such series), upon the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, which rights may vary depending on whether such liquidation, dissolution, distribution or winding-up is voluntary or involuntary, and, if voluntary, may vary at different dates;

(e) Whether or not the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether and upon what conditions such purchase, retirement or sinking fund shall be cumulative or noncumulative, the extent to which and the manner in which such fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(f) Whether or not the shares of such series shall be convertible into or exchangeable for shares of stock of any other class or classes, or any other series of the same class and, if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange;

(g) The voting powers, full and/or limited, if any, of the shares of such series; and whether or not and under what conditions the shares of such series (alone or together with the shares of one or more other series having similar provisions) shall be entitled to vote separately as a single class, for the election of one or more additional directors of the Corporation in case of dividend arrearages or other specified events, or upon other matters;

(h) Whether or not the issuance of any additional shares of such series, or of any shares of any other series, shall be subject to restrictions as to issuance, or as to the powers, preferences or rights of any such other series;

(i) Whether or not the holders of shares of such series shall be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class or of securities convertible into stock of any class and, if so entitled, the qualifications, conditions, limitations and restrictions of such right; and

(j) Any other preferences, privileges and powers, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such series, as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions of this Certificate of Incorporation.

(3) The shares of each series of Preferred Stock shall entitle the holders thereof to receive, when, as and if declared by the Board of Directors out of funds legally available for dividends, cash dividends at the rate, under the conditions, for the periods and on the dates fixed by the resolution or resolutions of the Board of Directors pursuant to authority granted in this Section B, for each series, and no more, before any dividends on the Common Stock, other than dividends payable in Common Stock, shall be paid or set apart for payment. No dividends shall be paid or declared or set apart for payment on any particular series of Preferred Stock in respect of any period unless dividends shall be or have been paid, or declared and set apart for payment, pro rata on all shares of Preferred Stock at the time outstanding of each other series which ranks equally as to dividends with such particular series, so that the amount of dividends declared on such particular series shall bear the same ratio to the amount declared on each such other series as the dividend rate of such particular series shall bear to the dividend rate of such other series. No dividends shall be deemed to have accrued on any share of Preferred Stock of any series with respect to any period prior to the date of original issue of such share or the dividend payment date immediately preceding or following such date of original issue, as may be provided in the resolution or resolutions creating such series. The Preferred Stock shall not be entitled to participate in any dividends declared and paid on the Common Stock, whether payable in cash, stock or otherwise. Accruals of dividends shall not bear interest.

(4) Any redemption of Preferred Stock shall be effected by notice duly given as hereinafter specified and by payment at the redemption price of the Preferred Stock to be redeemed. In case of redemption of a part only of a series of the Preferred Stock at the time outstanding, the selection of shares for redemption may be made either by lot or pro rata or in such other manner as shall be determined by the Board of Directors. Notice of every such redemption, stating the redemption date and price, the place of payment, and the expiration date of then existing rights, if any, of conversion or exchange, shall be given by publication,

not less than 30 nor more than 60 days prior to the date fixed for redemption, at least twice in a newspaper customarily published at least once a day for at least five days in each calendar week and of general circulation in New York, New York, whether or not published on Saturdays, Sundays, or holidays. Notice of such redemption may also be mailed not less than 30 nor more than 60 days prior to the date fixed for redemption to the holders of record of the shares so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of such redemption proceedings. If

(a) such notice of redemption by publication shall have been duly given or the Corporation shall have given to a bank or trust company in New York, New York designated by the Board of Directors and having capital and surplus of at least Two Million Dollars (\$2,000,000), irrevocable authorization promptly to give such notice; and

(b) on or before the redemption date specified in such notice the funds or other property necessary for such redemption shall have been deposited by the Corporation with such bank or trust company, designated in such notice, in trust for the pro rata benefit of the holders of the shares so called for redemption, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, from and after the time of such deposit all shares of the Preferred Stock so called for redemption shall no longer be deemed to be outstanding and all rights with respect to such shares shall forthwith cease and terminate, except only

(i) the right of the holders thereof to receive from such bank or trust company the funds or other property so deposited, without interest, upon surrender (and endorsement, if required by the Board of Directors) of the certificates for such shares, and

(ii) the rights of conversion or exchange, if any, not theretofore expired.

Any funds or other property so deposited and unclaimed at the end of six years from such redemption date shall be released or repaid to the Corporation, after which the holders of the shares so called for redemption shall look only to the Corporation for payment thereof.

(5) Shares of Preferred Stock which have been redeemed or converted, or which have been issued and reacquired in any manner and retired, shall have the status of authorized and unissued Preferred Stock and may be reissued by the Board of Directors as shares of the same or any other series.

(6) In the event of any voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the shares of each series of Preferred Stock then outstanding shall be entitled to receive out of the net assets of the Corporation, but only in accordance with the preference, if any, provided for such series, before any distribution or payment shall be made to the holders of the Common Stock, the amount per share fixed by the resolution or resolutions of the Board of Directors to be received by the holders of shares of each such series on such voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up, as the case may be. If such payment shall have been made in full, to the holders of all outstanding Preferred Stock of all series, or duly provided for, the remaining assets of the Corporation shall be available for distribution among the holders of the Common Stock. If upon any such liquidation, dissolution, distribution, of assets or winding-up, the net assets of the Corporation available for distribution among the holders of any one or more series of the Preferred Stock which (a) are entitled to a preference over the holders of the Common Stock upon such liquidation, dissolution, distribution of assets or winding-up, and (b) rank equally in connection therewith, shall be insufficient to make payment in full of the preferential amount to which the holders of such shares shall be entitled, then such assets shall be distributed among the holders of each such series of the Preferred Stock ratably according to the respective amounts to which they would be entitled in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. Neither the consolidation or merger of the Corporation, nor the sale, lease or conveyance of all or part of its assets, shall be deemed a liquidation, dissolution, distribution of assets or winding-up of the Corporation within the meaning of the foregoing provisions.

(7) Unless and except to the extent otherwise required by law or provided in the resolution or resolutions of the Board of Directors pursuant to this Section B, the shares of Preferred Stock shall have no voting power with respect to any matter whatsoever, including, but not limited to, any action to

(a) increase the authorized number of shares of the Preferred Stock or of any series thereof,

(b) create shares of stock of any class ranking prior to or on a parity with any series of the Preferred Stock with respect to any preferences or voting powers, and

(c) authorize a new series of the Preferred Stock having preferences or voting powers ranking prior to or on a parity with any series of the Preferred Stock with respect to any preferences or voting powers.

In no event shall the Preferred Stock be entitled to more than one vote in respect of each share of stock.

**C. Limitations, Relative Rights and Powers
in Respect of Shares of Common Stock.**

(1) After the requirements with respect to preferential dividends, if any, on the Preferred Stock (fixed pursuant to Section B) shall have been met and after the Corporation shall have complied with all the requirements, if any, with respect to the setting aside of sums as purchase, retirement or sinking funds (fixed pursuant to Section B), then and not otherwise the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amount, if any, (fixed pursuant to Section B) to be distributed to the holders of Preferred Stock in the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation of whatever kind available for the distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(3) Except as may be otherwise required by law or by this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by him on all matters voted upon by the stockholders.

D. Other Provisions.

(1) Except as may be provided in the resolution or resolutions of the Board of Directors pursuant to Section B with respect to any series of Preferred Stock, no holder of stock of any class of the Corporation shall be entitled as of right to purchase or subscribe for any part of any unissued stock of any class, or of any additional stock of any class of Capital Stock of the Corporation, or to any bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the Corporation, now or hereafter authorized, but any such stock or other securities convertible into stock may be issued and disposed of pursuant to resolution by the Board of Directors to such persons, firms, corporations or associations and upon such terms and for such consideration as the Board of Directors in the exercise of its discretion may determine and as may be permitted by law. Any and all shares of stock so issued for which the consideration so fixed has been paid or delivered to the Corporation shall be fully paid and not liable to any further call.

(2) In no case shall fractions of shares of any class of stock be issued by the Corporation, but in lieu thereof the Corporation shall, at its option, make a cash adjustment or issue fractional Scrip Certificates, in such form and in such denominations as shall from time to time be determined by the Board of Directors. Such Scrip Certificates shall be exchangeable on or before such date or dates as the Board of Directors may determine, when surrendered with other similar Scrip Certificates in sufficient aggregate amounts, for certificates for fully paid and non-assessable full shares of the respective stocks for which such Scrip Certificates are exchangeable, and new Scrip Certificates of a like tenor for the remaining fraction of a share, if any. Such Scrip Certificates shall not entitle any holder thereof to voting rights, dividend rights or any other rights of a stockholder or any rights other than the rights therein set forth, and no dividend or interest shall be payable or shall accrue with respect to Scrip Certificates or the interests represented thereby. All such Scrip Certificates which are not surrendered in exchange for shares of stock on or before their respective expiration dates shall thereafter be void and of no effect whatever.

(3) The minimum amount of capital with which the Corporation will commence business is \$1,000.

SERIES A JUNIOR PREFERRED STOCK

Pursuant to authority conferred by this Article FOURTH upon the Board of Directors of the Corporation, the Board of Directors, pursuant to the Amended and Restated Certificate of Designations filed in the Office of the Secretary of State of the State of Delaware on October 9, 1997, has provided for a series of Preferred Stock of the Corporation and has stated the designation and number of shares, and has fixed the relative rights, preferences, and limitations thereof as follows:

Series A Junior Preferred Stock:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Junior Preferred Stock" (referred to herein as the "**Series A Preferred Stock**") and the number of shares constituting such series shall be 3,000,000. The Board of Directors of the Company may increase or decrease such number from time to time as they deem appropriate, subject to the then-current limitations of the Restated Certificate of Incorporation and applicable law.

Section 2. Dividends and Distributions.

(A) Subject to the provisions for adjustment hereinafter set forth, the holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the

purpose, (i) in the event the Board of Directors of the Company shall, at any time after the issuance of any share of Series A Preferred Stock, declare a cash dividend payable on any class or series of the Common Stock of the Company (the "Common Stock"), a preferential cash dividend in an amount per share (rounded to the nearest cent) equal to 1000 times the per share amount of such cash dividend declared on a share of the Common Stock and (ii) a preferential cash dividend (a "Preferential Dividend"), if any, on the first day of January, April, July and October of each year (each a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction or a share of Series A Preferred Stock, in an amount equal to \$100 per share of Series A Preferred Stock less the per share amount of all cash dividends declared on the Series A Preferred Stock pursuant to clause (i) of this sentence since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share of Series A Preferred Stock. In the event the Board of Directors of the Company shall, at any time after the issuance of any share of Series A Preferred Stock, declare a distribution on the shares of Common Stock of the Company, whether by way of a dividend or a reclassification of stock, a recapitalization, reorganization or partial liquidation of the Company or otherwise, which is payable in cash or any debt security, debt instrument, real or personal property or any other property (other than cash dividends subject to the immediately preceding sentence), a distribution of shares of Common Stock or other capital stock of the Company or a distribution of rights or warrants to acquire any such share (including any debt security convertible into or exchangeable for any such share), at a price less than the Fair Market Value of such share, then and in each such event each holder of Series A Preferred Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds and assets legally available for the purpose, a preferential distribution on each then outstanding share of Series A Preferred Stock of the Company, in like kind, in an amount equal to 1000 times the amount of such distribution paid on a share of Common Stock (subject to the provisions for adjustment hereinafter set forth). The dividends and distributions on the Series A Preferred Stock to which holders thereof are entitled pursuant to clause (i) of the first sentence of this paragraph and pursuant to the second sentence of this paragraph are hereinafter referred to as "Series A Dividends" and the multiple of such cash and non-cash dividends on the Common Stock applicable to the determination of the Series A

Dividends, which shall be 1000 initially but shall be adjusted from time to time as hereinafter provided, is hereinafter referred to as the "Dividend Multiple". In the event the Company shall at any time after October 5, 1997 declare or pay any dividend or make any distribution on Common Stock payable in shares of Common Stock, or effect a subdivision or split or a combination, consolidation or reverse split of the outstanding shares of Common Stock into a greater or lesser number of shares of Common Stock, then in each such case the Dividend Multiple thereafter applicable to the determination of the amount of the Series A Dividends which holders of shares of Series A Preferred Stock shall be entitled to receive shall be the Dividend Multiple applicable immediately prior to such event multiplied by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) So long as any shares of Series A Preferred Stock are outstanding, no dividend or other distribution (other than a dividend or distribution paid in shares of Common Stock) shall be paid or set apart for payment by the Company on the Common Stock, unless, in each case, the full dividends on all outstanding shares of Series A Preferred Stock to which the holders thereof are entitled shall have been paid. No dividends shall be paid or declared or set apart for payment on the Series A Preferred Stock in respect of any period unless dividends shall be or have been paid, or declared and set apart for payment, pro rata on all shares of Preferred Stock at the time outstanding of each other series which ranks equally as to dividends with the Series A Preferred Stock so that the amount of dividends declared on the Series A Preferred Stock shall bear the same ratio to the amount declared on each such other series as the accrued dividends on the Series A Preferred Stock shall bear to the accrued dividends on each such other series. Holders of shares of Series A Preferred Stock shall not be entitled to any dividend, whether payable in cash, property or stock, in excess of full dividends, as herein provided, on shares of Series A Preferred Stock. Accruals of dividends shall not bear interest.

(C) Preferential Dividends shall begin to accrue on outstanding shares of Series A Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issuance of any shares of Series A Preferred Stock. Accrued but unpaid Preferential Dividends shall cumulate but shall not bear interest. Preferential Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount

of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding.

Section 3. Voting Rights. The holders of shares of Series A Preferred Stock shall have the following voting rights:

(A) Each share of Series A Preferred Stock shall entitle the holder thereof to 1 vote on all matters submitted to a vote of the stockholders of the Company. Except as otherwise provided herein, in the Restated Certificate of Incorporation or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Company.

(B) In the event that the Preferential Dividends accrued on the Series A Preferred Stock for four or more quarterly dividend periods, whether consecutive or not, shall not have been declared and paid or set apart for payment, the holders of record of the Series A Preferred Stock, together with any other series of Preferred Stock in respect of which the following right is expressly granted by the authorizing resolutions included in the Certificate of Designations therefor, shall have the right, at the next meeting of stockholders called for the election of directors, to elect two members to the Board of Directors, which directors shall be in addition to the number required by the By-laws prior to such event, to serve until the next Annual Meeting and until their successors are elected and qualified or their earlier resignation, removal or incapacity or until such earlier time as all accrued and unpaid Preferential Dividends upon the outstanding shares of Series A Preferred Stock shall have been paid (or set aside for payment) in full. The holders of shares of Series A Preferred Stock shall continue to have the right to elect directors as provided by the immediately preceding sentence until all accrued and unpaid Preferential Dividends upon the outstanding shares of Series A Preferred Stock shall have been paid (or set aside for payment) in full. Such directors may be removed and replaced by such stockholders, and vacancies in such directorships may be filled only by such stockholders (or by the remaining director elected by such stockholders, if there be one) in the manner permitted by law; provided, however, that any such action by stockholders shall be taken at a meeting of stockholders and shall not be taken by written consent thereto.

(C) Except as otherwise required by the Restated Certificate of Incorporation or by law or set

forth herein, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for the taking of any corporate action.

Section 4. Certain Restrictions.

(A) Whenever Preferential Dividends or the Series A Dividends are in arrears or the Company shall be in default of payment thereof, thereafter and until all accrued and unpaid Preferential Dividends and the Series A Dividends, whether or not declared, on shares of Series A Preferred Stock outstanding shall have been paid or set aside for payment in full, and in addition to any and all other rights which any holder of shares of Series A Preferred Stock may have in such circumstances, the Company shall not:

(i) declare or pay dividends on, make any other distributions on (other than a dividend or distribution paid in shares of Common Stock), or redeem or purchase or otherwise acquire for consideration, any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity as to dividends with the Series A Preferred Stock, unless dividends are paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled if the full dividends accrued thereon were to be paid;

(iii) except as permitted by subparagraph (iv) of this paragraph 4(A), redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, provided that the Company may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Company ranking junior (both as to dividends and upon liquidation, dissolution or winding-up) to the Series A Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Preferred Stock or any shares of stock ranking on a parity with the Series A Preferred Stock (either as to dividends or upon liquidation, dissolution or winding up), except in accordance with a purchase offer made to all holders of

such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine will result in fair and equitable treatment among the respective series or classes.

(B) The Company shall not permit any subsidiary (as hereinafter defined) of the Company to purchase or otherwise acquire for consideration any shares of stock of the Company unless the Company could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner. A "Subsidiary" of the Company shall mean any corporation or other entity of which securities or other ownership interests having ordinary voting power sufficient to elect a majority of the board of directors or other persons performing similar functions are beneficially owned, directly or indirectly, by the Company or by any corporation or other entity that that is otherwise controlled by the Company.

(C) The Company shall not issue any shares of Series A Preferred Stock except upon exercise of Rights issued pursuant to the Company's Rights Agreement dated as of October 6, 1997, as it may be amended and restated from time to time, a copy of which as is then currently in effect shall kept on file with the Secretary of the Company at its principal executive office and shall be made available to stockholders of record without charge upon written request therefor addressed to said Secretary. Notwithstanding the foregoing sentence, nothing contained in the provisions hereof shall prohibit or restrict the Company from issuing for any purpose any series of Preferred Stock with rights and privileges similar to, different from, or greater than, those of the Series A Preferred Stock.

Section 5. Reacquired Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by the Company in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares upon their retirement and cancellation shall become authorized but unissued shares of Preferred Stock, without designation as to series, and such shares maybe reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors.

Section 6. Liquidation, Dissolution or Winding Up. Upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, no distribution shall be made (i) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless the holders of shares

of Series A Preferred Stock shall have received, subject to adjustment as hereinafter provided, (A) \$275 per one thousandth share plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, or (B) if greater than the amount specified in clause (i)(A) of this sentence, an amount equal to 1000 times the aggregate amount to be distributed per share to holders of Common Stock, as the same may be adjusted as hereinafter provided, and (ii) to the holders of stock ranking on a parity upon liquidation, dissolution or winding up with the Series A Preferred Stock, unless simultaneously therewith distributions are made ratably on the Series A Preferred Stock and all other shares of such parity stock in proportion to the total amounts to which the holders of shares of Series A Preferred Stock are entitled under clause (1)(A) of this sentence and to which the holders of such parity shares are entitled, in each case upon such liquidation, dissolution or winding up. The amount to which holders of Series A Preferred Stock may be entitled upon liquidation, dissolution or winding up of the Company pursuant to clause (i)(B) of the foregoing sentence is hereinafter referred to as the "**Participating Liquidation Amount**" and the multiple of the amount to be distributed to holders of shares of Common Stock upon the liquidation, dissolution or winding up of the Company applicable pursuant to said clause to the determination of the Participating Liquidation Amount, as said multiple may be adjusted from time to time as hereinafter provided, is hereinafter referred to as the "**Liquidation Multiple**". In the event the Company shall at any time after October 5, 1997 declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or split or a combination, consolidation or reverse split of the outstanding shares of Common Stock into a greater or lesser number of shares of Common Stock, then in each such case, the Liquidation Multiple thereafter applicable to the determination of the Participating Liquidation Amount to which holders of Series A Preferred Stock shall be entitled after such event shall be the Liquidation Multiple applicable immediately prior to such event multiplied by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Certain Reclassifications and other Events.

(A) In the event that holders of shares of Common Stock of the Company receive after October 5,

1997 in respect of their shares of Common Stock any share of capital stock of the Company (other than any share of Common Stock of the Company), whether by way of reclassification, recapitalization, reorganization, dividends or other distribution or otherwise (a "Transaction"), then and in each such event the dividend rights and rights upon the liquidation, dissolution or winding up of the Company of the shares of Series A Preferred Stock shall be adjusted so that after such event the holders of Series A Preferred Stock shall be entitled, in respect of each share of Series A Preferred Stock held, in addition to such rights in respect thereof to which such holder was entitled immediately prior to such adjustment, to (i) such additional dividends as equal the Dividend Multiple in effect immediately prior to such Transaction multiplied by the additional dividends which the holder of a share of Common Stock shall be entitled to receive by virtue of the receipt in the Transaction of such capital stock and (ii) such additional distributions upon liquidation, dissolution or winding up of the Company as equal the Liquidation Multiple in effect immediately prior to such Transaction multiplied by the additional amount which the holder of a share of Common Stock shall be entitled to receive upon liquidation, dissolution or winding up of the Company by virtue of the receipt in the Transaction of such capital stock, as the case may be, all as provided by the terms of such capital stock.

(B) In the event that holders of shares or Common Stock of the Company receive after October 5, 1997 in respect of their shares of Common Stock any right or warrant to purchase Common Stock (including as such a right, for all purposes of this paragraph, any security convertible into or exchangeable for Common Stock) at a purchase price per share less than the Fair Market Value (as hereinafter defined) of a share of Common Stock on the date of issuance of such right or warrant, then and in each such event the dividend rights and rights upon the liquidation, dissolution or winding up of the Company of the shares of Series A Preferred Stock shall each be adjusted so that after such event the Dividend Multiple and the Liquidation Multiple shall each be the product of the Dividend Multiple and the Liquidation Multiple, as the case may be, in effect immediately prior to such event multiplied by a fraction the numerator of which shall be the number of shares of Common Stock outstanding immediately before such issuance of rights or warrants plus the maximum number of shares of Common Stock which could be acquired upon exercise in full of all such rights or warrants and the denominator of which shall be the number of shares of Common Stock outstanding

immediately before such issuance of rights or warrants plus the number of shares of Common Stock which could be purchased, at the Fair Market Value of the Common Stock at the time of such issuance, by the maximum aggregate consideration payable upon exercise in full of all such rights or warrants.

(C) In the event that holders of shares of Common Stock of the Company receive after October 5, 1997 in respect of their shares of Common Stock any right or warrant to purchase capital stock of the Company (other than shares of Common Stock), including as such a right, for all purposes of this paragraph, any security convertible into or exchangeable for capital stock of the Company (other than Common Stock), at a purchase price per share less than the Fair Market Value of such shares of capital stock on the date of issuance of such right or warrant, then and in each such event the dividend rights and rights upon liquidation, dissolution or winding up of the Company of the shares of Series A Preferred Stock shall each be adjusted so that after such event each holder of a share of Series A Preferred Stock shall be entitled, in respect of each share of Series A Preferred Stock held, in addition to such rights in respect thereof to which such holder was entitled immediately prior to such event, to receive (i) such additional dividends as equal the Dividend Multiple in effect immediately prior to such event multiplied, first, by the additional dividends to which the holder of a share of Common Stock shall be entitled upon exercise of such right or warrant by virtue of the capital stock which could be acquired upon such exercise and multiplied again by the Discount Fraction (as hereinafter defined) and (ii) such additional distributions upon liquidation, dissolution or winding up of the Company as equal the Liquidation Multiple in effect immediately prior to such event multiplied, first, by the additional amount which the holder of a share of Common Stock shall be entitled to receive upon liquidation, dissolution or winding up of the Company upon exercise of such right or warrant by virtue of the capital stock which could be acquired upon such exercise and multiplied again by the Discount Fraction. For purposes of this paragraph, the "Discount Fraction" shall be a fraction the numerator of which shall be the difference between the Fair Market Value of a share of the capital stock subject to a right or warrant distributed to holders of shares of Common Stock of the Company as contemplated by this paragraph immediately after the distribution thereof and the purchase price per share for such share of capital stock pursuant to such right or warrant and the denominator of which shall be the Fair Market Value

of a share of such capital stock immediately after the distribution of such right or warrant.

(D) For purposes of this Section 7, the "Fair Market Value" of a share of capital stock of the Company (including a share of Common Stock) on any date shall be deemed to be the average of the daily closing price per share thereof over the 30 consecutive Trading Days (as such term is hereinafter defined) immediately prior to such date; provided, however, that, in the event that such Fair Market Value or any such share or capital stock is determined during a period which includes any date that is within 30 Trading Days after (i) the ex-dividend date for a dividend or distribution on stock payable in shares of such stock or securities convertible into shares or such stock, or (ii) the effective date of any subdivision, split, combination, consolidation, reverse stock split or reclassification of such stock, then, and in each such case, the Fair Market Value shall be appropriately adjusted by the Board or Directors of the Company to take into account ex-dividend or post-effective date trading. The closing price for any day shall be the last sale price, regular way, or, in case no such sale takes place on such day, the average or the closing bid and asked prices, regular way (in either case, as reported in the applicable transaction reporting system with respect to securities listed or admitted to trading on the New York Stock Exchange), or, if the shares are not listed or admitted to trading on the New York Stock Exchange, as reported in the applicable transaction reporting system with respect to securities listed on the principal national securities exchange on which the shares are listed or admitted to trading or, if the shares are not listed or admitted to trading on any national securities exchange, the last quoted price or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market, as reported by the National Association of Securities Dealers, Inc. Automated Quotation System ("NASDAQ") or such other-system then in use, or if on any such date the shares are not quoted by any such organization, the average of the closing bid and asked prices as furnished by a professional market maker making a market in the shares selected by the Board of Directors of the Company. The term "Trading Day" shall mean a day on which the principal national securities exchange on which the shares are listed or admitted to trading is open for the transaction of business or, if the shares are not listed or admitted to trading on any national securities exchange, on which the New York Stock Exchange or such other national securities exchange as may be selected by the Board of Directors of the Company is open. If the shares are not publicly

held or not so listed or traded on any day within the period of 30 Trading Days applicable to the determination of Fair Market Value thereof as aforesaid, "Fair Market Value" shall mean the fair market value thereof per share as determined by the Board of Directors of the Company. In either case referred to in the foregoing sentence, the determination of Fair Market Value shall be described in a statement filed with the Secretary of the Company.

Section 8. Consolidation, Merger, etc. In case the Company shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each outstanding share of Series A Preferred Stock shall at the same time be similarly exchanged for or changed into the aggregate amount of stock, securities, cash and/or other property (payable in like kind), as the case may be, for which or into which each share of Common Stock is changed or exchanged, multiplied by the higher of the Dividend Multiple or the Liquidation Multiple in effect immediately prior to such event.

Section 9. Effective Time of Adjustments.

(A) Adjustments to the Series A Preferred Stock required by the provisions hereof shall be effective as of the time at which the event requiring such adjustments occurs.

(B) The Company shall give prompt written notice to each holder of a share of Series A Preferred Stock of the effect of any adjustment to the dividend rights or rights upon liquidation, dissolution or winding up of the Company of such shares required by the provisions hereof. Notwithstanding the foregoing sentence, the failure of the Company to give such notice shall not affect the validity of or the force or effect of or the requirement for such adjustment.

Section 10. No Redemption. The shares of Series A Preferred Stock shall not be redeemable at the option of the Company or any holder thereof. Notwithstanding the foregoing sentence of this Section, the Company may acquire shares of Series A Preferred Stock in any other manner permitted by law, the provisions hereof and the Restated Certificate of Incorporation of the Company.

Section 11. Ranking. Unless otherwise provided in the Restated Certificate of Incorporation of the Company or a Certificate of Designations relating to a subsequent series of preferred stock of the Company, the Series A Preferred Stock shall rank junior to all other series of the Company's Preferred

Stock as to the payment or dividends and the distribution of assets on liquidation, dissolution or winding up, and senior to the Common Stock.

Section 12. Amendment. The provisions hereof and the Restated Certificate of Incorporation of the Company shall not be amended in any manner which would adversely affect the rights, privileges or powers of the Series A Preferred Stock without, in addition to any other vote of stockholders required by law, the affirmative vote of the holders of two-thirds or more of the outstanding shares of Series A Preferred Stock, voting together as a single class.

FIFTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and it is expressly provided that the same are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute:

(1) The number of directors of the Corporation (exclusive of directors (the "Preferred Stock Directors") who may be elected by the holders of any one or more series of Preferred Stock which may at any time be outstanding, voting separately as a class or classes) shall not be less than ten nor more than twenty-four, the exact number within said limits to be fixed from time to time solely by resolution of the Board of Directors, acting by not less than a majority of the directors then in office.

(2) The Board of Directors (exclusive of Preferred Stock Directors) shall be divided into three classes, with the term of office of one class expiring each year. At the annual meeting of shareholders in 1985, five directors of the first class shall be elected to hold office for a term expiring at the annual meeting of shareholders in 1986, six directors of the second class shall be elected to hold office for a term expiring at the annual meeting of shareholders in 1987 and six directors of the third class shall be elected to hold office for a term expiring at the annual meeting of shareholders in 1988. Commencing with the annual meeting of shareholders in 1986, directors of each class the term of which shall then expire shall be elected to hold office for a three-year term and until the election and qualification of their respective successors in office. In case of any increase in the number of directors (other than Preferred Stock Directors), the number of directors in each class shall be as nearly equal as possible. Election of directors need not be by ballot unless the By-laws so provide.

(3) Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the Board of Directors, acting by not less than a majority of the Directors then in office. Any director so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until his successor shall be elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director.

(4) Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of at least 80% of all of the outstanding shares of capital stock of the Corporation as are entitled to vote generally in the election of directors ("Voting Stock"), voting together as a single class.

(5) The By-laws may prescribe the number of directors necessary to constitute a quorum and such number may be less than a majority of the total number of directors, but shall not be less than one-third of the total number of directors.

(6) Both shareholders and directors shall have power, if the By-laws of the Corporation so provide, to hold their meetings either within or without the State of Delaware, to have one or more offices in addition to the principal office in the State of Delaware, and to keep the books of the Corporation (subject to the provisions of the statutes) outside of the State of Delaware at such places as may from time to time be designated by them.

(7) The Board of Directors shall have power to determine from time to time whether and if allowed under what conditions and regulations the accounts, and except as otherwise provided by statute or by this Certificate of Incorporation, the books of the Corporation shall be open to the inspection of the shareholders, and the shareholders' rights in this respect are and shall be restricted or limited accordingly, and no shareholder shall have any right to inspect any account or book or document of the Corporation except as conferred by statute or by this Certificate of Incorporation, or authorized by the Board of Directors or by a resolution of the shareholders.

(8) The Board of Directors shall have the power to adopt, amend or repeal the By-laws of the Corporation.

(9) The Board of Directors acting by a majority of the whole board shall have power to appoint three or more of their number to constitute an Executive Committee, which Committee shall, when the Board of Directors is not in session and subject to the By-laws, have and exercise any or all of the powers of the Board

of Directors in the management of the business and affairs of the Corporation and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it. The Board of Directors acting by a majority of the whole board shall also have power to appoint any other committee or committees, such committees to have and exercise such powers as shall be conferred by the Board of Directors or be authorized by the By-laws.

(10) Except as may be otherwise provided by statute or in this Certificate of Incorporation, the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

(11) Directors, for their services as such, may be paid such compensation as may be fixed from time to time by the Board of Directors.

(12) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and, subject to any restrictions contained in the Certificate of Incorporation, to direct and determine the use and disposition of any surplus over and above the capital stock paid in, and in its discretion to use and apply any such surplus in purchasing or acquiring property, bonds or other obligations of the Corporation or shares of its own capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient, but any shares of such capital stock so purchased or acquired may be resold unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the Corporation's capital stock.

(13) Notwithstanding any other provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class of Voting Stock required by law or this Certificate of Incorporation, the affirmative vote of the holders of at least 80% of all of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend or repeal paragraphs (1), (2), (3), (4), (5), (8), (10) or this paragraph (13) of this Article SEVENTH.

(14) The liability of the Corporation's Directors to the Corporation or its shareholders shall be eliminated to the fullest extent permitted by the Delaware General Corporation Law as amended from time to time. No amendment to or repeal of this paragraph (14) of Article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Notwithstanding any other provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class of Voting

Stock required by law or this Certificate of Incorporation, the affirmative vote of the holders of at least 80% of all of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this paragraph (14) of this Article SEVENTH.

(15) Any action required or permitted to be taken by the shareholders of the Corporation must be effected solely at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders.

EIGHTH:

A. Applicability of Article.

Except as otherwise expressly provided in Section C of this Article EIGHTH, none of the actions or transactions listed below shall be effected by the Corporation, or approved by the Corporation as a shareholder of any majority-owned subsidiary of the Corporation if, as of the record date for the determination of the shareholders entitled to vote thereon, any Related Person (as hereinafter defined) exists, unless the applicable requirements of Sections B, C, D, E and F of this Article EIGHTH are fully complied with:

(1) any merger or consolidation of the Corporation or any of its subsidiaries into or with such Related Person;

(2) any sale, lease, exchange or other disposition of all or any substantial part of the assets of the Corporation or any of its majority-owned subsidiaries to or with such Related Person;

(3) the issuance or delivery of any Voting Stock, or securities convertible into or exchangeable or exercisable for any Voting Stock, or of voting securities of any of the Corporation's majority-owned subsidiaries to such Related Person in exchange for cash, other assets or securities, or a combination thereof; or

(4) any voluntary dissolution or liquidation of the Corporation.

B. Stockholder Vote Required.

The actions and transactions described in Section A of this Article EIGHTH shall have been authorized by the affirmative vote of at least 80% of all of the outstanding shares of Voting Stock, voting together as a single class.

C. Minimum Price Required.

Notwithstanding Section B hereof, the 80% voting requirement shall not be applicable if (1) any action or transaction specified in Section A hereof is approved by the Corporation's Board of Directors and by a majority of the Continuing Directors

(as hereinafter defined); provided, however, that if there are not at least five Continuing Directors this exception for approval by the Board of Directors shall not be applicable or (2) in the case of any action or transaction pursuant to which the holders of the capital stock of the Corporation are entitled to receive cash, property, securities or other consideration, the cash or fair market value of the property, securities or other consideration to be received per share by holders of the capital stock of the Corporation in such action or transaction is not less than the higher of (a) the highest price per share paid by the Related Person in acquiring any of its holdings of capital stock of the Corporation, or (b) the highest closing sale price on any day either since the Related Person acquired its first share of capital stock of the Corporation which it continues to own or control or during the five years preceding the date of consideration of the action or transaction by the Corporation's Board of Directors, whichever period is shorter; such highest closing sale price shall be determined by the reports of closing sale prices on the Composite Tape for New York Exchange Listed Stocks or, if such stock is not quoted on the Composite Tape on the New York Stock Exchange or other principal United States securities exchange on which such stock is listed or, for any period when such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock on the National Association of Securities Dealers, Inc. Automated Quotation System; such price, in either case (a) or (b), to be proportionately adjusted for any subsequent increase or decrease in the number of issued shares of the Corporation's capital stock resulting from a subdivision or consolidation of shares or any other capital adjustments, the payment of a stock dividend, or other increase or decrease in such shares of capital stock effected without receipt of consideration by the Corporation.

D. Restrictions on Certain Actions.

After becoming a Related Person and prior to consummation of such action or transaction (1) such Related Person shall not have acquired from the Corporation or any of its majority-owned subsidiaries any newly issued or treasury shares of capital stock or any newly issued securities convertible into or exchangeable for capital stock of the Corporation or any of its majority-owned subsidiaries, directly or indirectly (except upon conversion or exchange of convertible or exchangeable securities acquired by it prior to becoming a Related Person or as a result of a pro rata stock dividend or stock split or other distribution of stock to all shareholders pro rata); (2) such Related Person shall not have received the benefit directly or indirectly (except proportionately as a shareholder) of any loans, advances, guarantees, pledges or other financial assistance or tax credits provided by the Corporation or any of its majority-owned subsidiaries, or made any major changes in the Corporation's or any of its majority-owned subsidiaries' businesses or capital structures or reduced the current rate of dividends payable on

the Corporation's capital stock below the rate in effect immediately prior to the time such Related Person became a Related Person (the current rate of dividends being the ratio of the current dividend to the net income of the Corporation for the full fiscal quarter immediately preceding the quarter in which such dividend is paid; and the rate of dividends in effect immediately prior to the time such Related Person became a Related Person being the ratio of (a) the aggregate dividends paid during the four full fiscal quarters immediately preceding the time such Related Person became a Related Person to (b) the aggregate net income of the Corporation for the four successive full fiscal quarters immediately preceding the last quarter in which such dividends were paid); and (3) such Related Person shall have taken all required actions to ensure that the Corporation's Board of Directors includes representation by Continuing Directors (as hereinafter defined) at least proportionate to the stockholdings of the Corporation's remaining public shareholders (as hereinafter defined), with a Continuing Director to occupy any Board position resulting from a fraction and, in any event, with at least one Continuing Director to serve on the Board so long as there are any remaining public shareholders.

E. Proxy Statement Required.

A proxy statement responsive to the requirements of the Securities Exchange Act of 1934, as amended, whether or not the Corporation is then subject to such requirements, shall be mailed to the shareholders of the Corporation for the purpose of soliciting shareholder approval of such action or transaction and shall contain at the front thereof, in a prominent place, any recommendations as to the advisability or inadvisability of the action or transaction which the Continuing Directors may choose to state.

F. Certain Definitions.

For the purpose of this Article EIGHTH, (1) the term "Related Person" shall mean any other corporation, person or entity (including any Affiliate thereof), other than this Corporation, any of its subsidiaries or any officer or employee thereof who holds only voting power pursuant to proxies which beneficially owns or controls, directly or indirectly, 10% or more of the outstanding shares of Voting Stock, (2) a Related Person shall be deemed to own or control, directly or indirectly, any outstanding shares of Voting Stock owned by it of record or beneficially, including without limitation shares (a) which it has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise or (b) which are beneficially owned, directly or indirectly (including shares deemed owned through application of clause (a) above), by any other corporation, person or other entity (x) with which it or its Affiliate or Associate (as hereinafter defined) has any agreement, arrangement or understanding for the purpose

of acquiring, holding, voting or disposing of Voting Stock or (y) which is its "Affiliate" (other than the Corporation) or "Associate" (other than the Corporation) as those terms are defined in the General Rules and Regulations under the Securities Exchange Act of 1934, as amended; (3) the term "Voting Stock" shall mean such shares of capital stock of the Corporation as are entitled to vote generally in the election of directors; (4) the term "Continuing Director" shall mean a director who was a member of the Board of Directors of the Corporation immediately prior to the time that any Related Person involved in the proposed action or transaction became a Related Person or a director nominated by a majority of the remaining Continuing Directors; and (5) the term "remaining public shareholders" shall mean the holders of the Corporation's capital stock other than the Related Person.

G. Determinations by the Board of Directors.

The Board of Directors of the Corporation shall have the power and duty to determine for the purposes of this Article EIGHTH, on the basis of information then known to the Board of Directors, whether (1) any Related Person exists or is an Affiliate or an Associate of another and (2) any proposed sale, lease, exchange, or other disposition of part of the assets of the Corporation or any majority-owned subsidiary involves a substantial part of the assets of the Corporation or any of its subsidiaries. Any such determination by the Board of Directors shall be conclusive and binding for all purposes.

H. Alteration, Amendment or Repeal.

Notwithstanding any other provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class of Voting Stock required by law or this Certificate of Incorporation, the affirmative vote of the holders of at least 80% of all of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article EIGHTH.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, said PFIZER INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by C. L. Clemente its Executive Vice President and Secretary, and attested by Margaret M. Foran, its Assistant Secretary, this day of April, 2000.

PFIZER INC.
Corporate
Seal

PFIZER INC.

By: /s/ C. L. Clemente
C. L. Clemente
Executive Vice President
& Secretary

ATTEST:

By: /s/ Margaret M. Foran
Margaret M. Foran
Assistant Secretary

PFIZER INC.

By-laws

As Amended April 27, 2000

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BY-LAWS OF PFIZER INC

AS AMENDED APRIL 27, 2000

Article I

Stockholders' Meeting

1. Place of Meeting. Meetings of the stockholders shall be held at the registered office of the Corporation in Delaware, or at such other place within or without the State of Delaware as may be designated by the Board of Directors or the stockholders.

2. Annual Meeting. The annual meeting of the stockholders shall be held on such date and at such time and place as the Board of Directors may designate. The date, place and time of the annual meeting shall be stated in the notice of such meeting delivered to or mailed to stockholders. At such annual meeting the stockholders shall elect directors, in accordance with the requirements of the Certificate of Incorporation, and transact such other business as may properly be brought before the meeting.

3. Quorum. The holders of stock representing a majority of the voting power of all shares of stock issued and outstanding and entitled to vote, present in person or by proxy, shall be requisite for and shall constitute a quorum of all meetings of the stockholders, except as otherwise provided by law, by the Certificate of Incorporation or by these By-laws. If a quorum shall not be present at any meeting of the stockholders, the stockholders present in person or by proxy and entitled to vote shall, by the vote of holders of stock representing a majority of the voting power of all shares present at the meeting, have the power to adjourn the meeting from time to time in the manner provided in paragraph 4 of Article I of these By-laws until a quorum shall be present.

4. Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

5. Voting; Proxies. At each meeting of the stockholders of the Corporation, every stockholder having the right to vote may authorize another person to act for him or her by proxy. Such authorization must be in writing and executed by the stockholder or his or her authorized officer, director, employee, or agent. To the extent permitted by law, a stockholder may authorize another person or persons to act for him or her as proxy by transmitting or authorizing the transmission of a telegram, cablegram or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission provided that the telegram, cablegram or electronic transmission either sets forth or is submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder.

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A copy, facsimile transmission or other reliable reproduction of a writing or transmission authorized by this paragraph 5 of Article I may be substituted for or used in lieu of the original writing or electronic transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile transmission or other reproduction shall be a complete reproduction of the entire original writing or transmission. No proxy authorized hereby shall be voted or acted upon more than three years from its date, unless the proxy provides for a longer period. No ballot, proxies or votes, nor any revocations thereof or changes thereto shall be accepted after the time set for the closing of the polls pursuant to paragraph 11 of Article I of these By-laws unless the Court of Chancery upon application of a stockholder shall determine otherwise. Each proxy shall be delivered to the inspectors of election prior to or at the meeting. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or by filing a subsequent duly executed proxy with the Secretary of the Corporation. The vote for directors shall be by ballot. Unless a greater number of affirmative votes is required by the Certificate of Incorporation, these by-laws, the rules or regulations of any stock exchange applicable to the Corporation, or as otherwise required by law or pursuant to any regulation applicable to the Corporation, if a quorum exists at any meeting of stockholders, stockholders shall have approved any matter, other than the election of directors, if the votes cast by stockholders present in person or represented by proxy at the meeting and entitled to vote on the matter in favor of such matter exceed the votes cast by such stockholders against such matter. Directors shall be elected by a plurality of the votes cast.

6. *Notice.* Written notice of an annual or special meeting shall be given to each stockholder entitled to vote thereat, not less than ten nor more than sixty days prior to the meeting. If mailed, such notice shall be deemed to be given when deposited in the mail, postage pre-paid, directed to the stockholder at his or her address as it appears on the records of the Corporation.

7. *Inspectors of Election.* The Corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors of election to act at the meeting and make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. In the event that no inspector so appointed or designated is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors so appointed or designated shall (i) ascertain the number of shares of capital stock of the Corporation outstanding and the voting power of each such share, (ii) determine the shares of capital stock of the Corporation represented at the meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares of capital stock of the Corporation represented at the meeting and such inspectors' count of all votes and ballots. Such certification shall specify such other information as may be required by law. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders of the Corporation, the inspectors may consider

such information as is permitted by applicable law. No person who is a candidate for an office at an election may serve as an inspector at such election.

8. Stock List. At least ten days before every meeting of the stockholders a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, with the post office address of each, and the number of shares held by each, shall be prepared by the Secretary. Such list shall be open to the examination of any stockholder for any purpose germane to the meeting, during ordinary business hours at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held for said ten days, and shall be produced and kept at the time and place of meeting during the whole time thereof and subject to the inspection of any stockholder who may be present. The original or duplicate stock ledger shall be provided at the time and place of each meeting and shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders or to vote in person or by proxy at such meeting.

9. Special Meetings. Special meetings of the stockholders for any purpose or purposes may be called by the Chair of the Board, and shall be called by the Chair of the Board or the Secretary at the request in writing of a majority of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice of special meeting.

10. Organization. Meetings of stockholders shall be presided over by the Chair of the Board, if any, or in his or her absence by a Chair designated by the Board of Directors, or in the absence of such designation by a Chair chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the Chair of the meeting may appoint any person to act as secretary of the meeting.

11. Conduct of Meetings. The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at such meeting by the person presiding over the meeting. The Board of Directors of the Corporation may adopt by resolution such rules or regulations for the conduct of meetings of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the chair of any meeting of stockholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chair of the meeting, may include, without limitation, the following: (1) the establishment of an agenda or order of business for the meeting; (2) rules and procedures for maintaining order at the meeting and the safety of those present; (3) limitations on attendance at or participation in the meeting, to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chair shall permit; (4) restrictions on entry to the meeting after the time fixed for the commencement thereof, and (5) limitations on the time allotted to questions or comments by participants. Unless, and to the extent determined by the Board of Directors or the chair of the meeting, meetings of stockholders shall not be required to be held in accordance with rules of parliamentary procedure.

12. Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of the stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other

distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date: (1) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty nor less than ten days before the date of such meeting; and (2) in the case of any other action, shall not be more than sixty days prior to such other action. If no record date is fixed: (1)(a) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the date next preceding the day on which the meeting is held; and (1)(b) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

13. Notice of Stockholder Proposal. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder (other than the nomination of a person for election as a director, which is governed by paragraph 13 of Article II of these by-laws), the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation (1) 60 days in advance of such meeting if such meeting is to be held on a day which is within 30 days preceding the anniversary of the previous year's annual meeting or 90 days in advance of such meeting if such meeting is to be held on or after the anniversary of the previous year's annual meeting; and (2) with respect to any other annual meeting of stockholders, the close of business on the tenth day following the date of public disclosure of the date of such meeting. (For purposes of this paragraph 13 of Article I of these By-laws, public disclosure shall be deemed to include a disclosure made in a press release reported by the Dow Jones News Services, Associated Press or a comparable national news service or in a document filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended). A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business, (c) the class and number of shares of the Corporation which are beneficially owned by the stockholder, and (d) any material interest of the stockholder in such business. Notwithstanding anything in the by-laws to the contrary, no business shall be conducted at any annual meeting except in accordance with the procedures set forth in this paragraph 13 of Article I. The chair of the annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in

accordance with the provisions of this paragraph 13 of Article I, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

Article II

Directors.

1. Number; Election; Term. The number of directors which shall constitute the whole Board shall not be less than ten, nor more than twenty-four, the exact number within said limits to be fixed from time to time solely by resolution of the Board, acting by the vote of not less than a majority of the directors then in office. A majority of the directors shall consist of persons who are not employees of the Corporation or of any subsidiary of the Corporation. Should the death, resignation or other removal of any non-employee director result in the failure of the requirement set forth in the preceding sentence to be met, such requirement shall not apply during the time of the vacancy caused by the death, resignation or removal of any such non-employee director. The remaining directors of the Corporation shall cause any such vacancy to be filled in accordance with these By-laws within a reasonable period of time. At the annual meeting directors shall be elected in accordance with the requirements of these By-laws and the Certificate of Incorporation.

2. Place of Meetings, Records. The directors may hold their meetings and keep the books of the Corporation outside of the State of Delaware at such places as they may from time to time determine.

3. Vacancies. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, if the office of any director becomes vacant for any reason or any new directorship is created by any increase in the authorized number of directors, a majority of the directors then in office, although less than a quorum, may choose a successor or successors or fill the newly created directorship. Any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his successor shall be elected and qualified.

4. Organizational Meeting. The Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business, after each annual election of directors on the day and at the place of the next regular meeting of the Board. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all of the directors.

5. Regular Meetings. Regular meetings of the Board may be held without notice at such time and place either within or without the State of Delaware as shall from time to time be determined by the Board.

6. Special Meetings. Special meetings of the Board may be called by the Chair of the Board a Vice Chair of the Board or the President by the mailing of notice to each director at least 48 hours before the meeting or by notifying each director of the meeting at least 24 hours prior thereto either personally, by telephone or by electronic transmission; special meetings shall be called on like notice by the Chair of the Board, a Vice Chair of the Board, the President or, on the written request of any two directors, by the Secretary.

7. *Quorum.* At all meetings of the Board the presence of one-third of the total number of directors determined by resolution pursuant to paragraph 1 of this Article II to constitute the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Certificate of Incorporation or by these By-laws.

8. *Executive Committee.* There shall be an Executive Committee of three or more directors elected by a majority of the Board. The Committee shall be composed of the Chief Executive Officer, the President, and such other directors as the Board shall elect. The Board, by resolution, may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. In the absence or disqualification of a member of the Committee, the member or members present at any meeting of the Committee and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. The ratio of inside directors to outside directors serving on the Committee shall, to the extent feasible, be as near as possible to the ratio of inside directors to outside directors serving on the full Board. A quorum shall be a majority of the members of the Committee. Regular meetings of the Committee shall be held without notice at such time and place as shall from time to time be determined by the Committee; special meetings of the Committee may be called pursuant to the rules determined by the Committee. The Committee shall generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time. Except as otherwise provided by law, the Committee shall have authority to exercise all the powers of the Board while the Board is not in session. The act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee except as may be otherwise specifically provided by law, by the Certificate of Incorporation or by these By-laws. The Committee shall keep regular minutes of its proceedings and report the same to the Board at its next regular meeting.

9. *Additional Committees.* The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more additional committees, each committee to consist of one or more of the directors of the Corporation. In the event that the Board shall designate a committee that shall have the power to recommend changes in the compensation of senior management of the Corporation and/or a committee that shall have the power to recommend nominees for election as directors of the Corporation, the membership of such committees shall consist solely of directors who are not employees of the Corporation or of any subsidiary of the Corporation. The Board may designate one or more directors as alternate members of any such additional committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee shall have such powers as are granted to it by the resolution of the Board or by subsequent resolutions passed by a majority of the whole Board. Nothing herein shall limit the authority of the Board of Directors to appoint other committees consisting in whole or in part of persons who are not directors of the Corporation to carry out such functions as the Board may designate. Unless otherwise provided for in any resolution of the Board of Directors designating a committee pursuant to this paragraph 9 of Article II: (i) a quorum for the transaction of business of such committee shall be fifty percent or more of the authorized number of members of such committee; and (ii) the act of a majority of the members of such committee present at any meeting of such committee at which there is a

quorum shall be the act of the committee (except as otherwise specifically provided by law, the Certificate of Incorporation or by these By-laws).

10. Presence at Meeting. Members of the Board of Directors or any committee designated by such Board may participate in the meeting of said Board or committee by means of conference telephone or similar communications equipment by means of which all persons in the meeting can hear each other and participate. The ability to participate in a meeting in the above manner shall constitute presence at said meeting for purposes of a quorum and any action thereat.

11. Action Without Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee designated by such Board may be taken without a meeting, if all members of the Board or committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board or committee.

12. Eligibility to Make Nominations. Nominations of candidates for election as directors at any meeting of stockholders called for election of directors (an "Election Meeting") may be made (1) by any stockholder entitled to vote at such Election Meeting only in accordance with the procedures established by paragraph 13 of this Article II, or (2) by the Board of Directors. In order to be eligible for election as a director, any director nominee must first be nominated in accordance with the provisions of these By-laws.

13. Procedure for Nominations by Stockholders. Any stockholder entitled to vote for the election of a director at an Election Meeting may nominate one or more persons for such election only if written notice of such stockholder's intent to make such nomination is delivered to or mailed and received by the Secretary of the Corporation. Such notice must be received by the Secretary not later than the following dates: (1) with respect to an annual meeting of stockholders, 60 days in advance of such meeting if such meeting is to be held on a day which is within 30 days preceding the anniversary of the previous year's annual meeting or 90 days in advance of such meeting if such meeting is to be held on or after the anniversary of the previous year's annual meeting; and (2) with respect to any other annual meeting of stockholders or a special meeting of stockholders, the close of business on the tenth day following the date of public disclosure of the date of such meeting. (For purposes of this paragraph 13 of Article II of these By-laws, public disclosure shall be deemed to include a disclosure made in a press release reported by the Dow Jones News Services, Associated Press or a comparable national news service or in a document filed with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended.) The written notice shall set forth: (i) the name, age, business address and residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of capital stock of the Corporation which are beneficially owned by each such nominee, and (iv) such other information concerning each such nominee as would be required, under the rules of the United States Securities and Exchange Commission in a proxy statement soliciting proxies for the election of such nominee as a director. Such notice shall include a signed consent of each such nominee to serve as a director of the Corporation, if elected.

14. Compliance with Procedures. If the Chair of the Election Meeting determines that a nomination of any candidate for election as a director was not made in accordance with the applicable provisions of these By-laws, such nomination shall be void, provided, however, that

nothing in these By-laws shall be deemed to limit any class voting rights upon the occurrence of dividend arrearages provided to holders of Preferred Stock.

Article III

Officers.

1. Election; Term of Office; Appointments. The Board of Directors, at its first meeting after each annual meeting, of stockholders, shall elect at least the following officers: a Chair of the Board and/or a President, one or more Vice Presidents, a Controller, a Treasurer and a Secretary. The Board may also elect, appoint, or provide for the appointment of such other officers and agents as may from time to time appear necessary or advisable in the conduct of the affairs of the Corporation. Officers of the Corporation shall hold office until their successors are chosen and qualify in their stead or until their earlier death, resignation or removal, and shall perform such duties as from time to time shall be prescribed by these By-laws and by the Board and, to the extent not so provided, as generally pertain to their respective offices. The Board of Directors may fill any vacancy occurring in any office of the Corporation at any regular or special meeting. Two or more offices may be held by the same person.

2. Removal and Resignation. Any officer elected or appointed by the Board of Directors or the Executive Committee may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer elected or appointed by the Board becomes vacant for any reason, the vacancy may be filled by the Board. Any officer may resign at any time upon written notice to the Corporation.

3. Chair of the Board. The Chair of the Board shall be the chief executive officer of the Corporation, unless otherwise prescribed by the Board of Directors, and shall preside at all meetings of the stockholders and of the directors. He or she shall perform such other duties, and exercise such powers, as from time to time shall be prescribed by these By-laws or by the Board of Directors.

4. President. The President, in the absence of the Chair of the Board or the Vice Chair, if any, shall preside at meetings of the Directors. He or she shall have such authority and perform such duties in the management of the Corporation as from time to time shall be prescribed by the Board of Directors and, to the extent not so prescribed, he or she shall have such authority and perform such duties in the management of the Corporation, subject to the control of the Board, as generally pertain to the office of President.

5. Vice Presidents. Vice Presidents shall perform such duties as from time to time shall be prescribed by these By-laws, by the Chair of the Board, by the President or by the Board of Directors, and except as otherwise prescribed by the Board of Directors, they shall have such powers and duties as generally pertain to the office of Vice President.

6. Secretary. The Secretary or person appointed as secretary at all meetings of the Board and of the stockholders shall record all votes and the minutes of all proceedings in a book to be kept for that purpose, and he or she shall perform like duties for the Executive Committee when required. He or she shall give, or cause to be given, notice of all meetings of the stockholders, and of the Board of Directors if required. He or she shall perform such other duties as may be prescribed by these By-laws or as may be assigned to him or her by the Chair of the Board, the President or the Board of Directors, and, except as otherwise prescribed by the Board of

Directors, he or she shall have such powers and duties as generally pertain to the office of Secretary.

7. **Treasurer.** The Treasurer shall have custody of the Corporation's funds and securities. He or she shall perform such other duties as may be prescribed by these By-laws or as may be assigned to him or her by the Chair of the Board, the President or the Board of Directors, and, except as otherwise prescribed by the Board of Directors, he or she shall have such powers and duties as generally pertain to the office of Treasurer.

8. **Controller.** The Controller shall have charge of the Corporation's books of account, and shall be responsible for the maintenance of adequate records of all assets, liabilities and financial transactions of the Corporation. The Controller shall prepare and render such balance sheets, profit and loss statements and other financial reports as the Board of Directors, the Chair of the Board or the President may require. He or she shall perform such other duties as may be prescribed by these By-laws or as may be assigned to him or her by the Chair of the Board, the President or the Board of Directors, and, except as otherwise prescribed by the Board of Directors, he or she shall have such powers and duties as generally pertain to the office of Controller.

Article IV

Stock.

1. **Stock.** The shares of the Corporation shall be represented by certificates or shall be uncertificated. Each registered holder of shares, upon request to the Corporation, shall be provided with a certificate of stock representing the number of shares owned by such holder.

The certificates of stock of the Corporation shall be in the form or forms from time to time approved by the Board of Directors. Such certificates shall be numbered and registered, shall exhibit the holder's name and the number of shares, and shall be signed in the name of the Corporation by the following officers of the Corporation: the Chair of the Board of Directors, or the President or a Senior Vice President or Vice President; and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary. If any certificate is manually signed (1) by a transfer agent other than the Corporation or its employee, or (2) by a registrar other than the Corporation or its employee, any other signature on the certificate, including those of the aforesaid officers of the Corporation, may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

2. **Lost Certificates.** The Board of Directors or any officer of the Corporation to whom the Board of Directors has delegated authority may authorize any transfer agent of the Corporation to issue, and any registrar of the Corporation to register, at any time and from time to time unless otherwise directed, a new certificate or certificates of stock in the place of a certificate or certificates theretofore issued by the Corporation, alleged to have been lost or destroyed, upon receipt by the transfer agent of evidence of such loss or destruction, which may be the affidavit of the applicant; a bond indemnifying the Corporation and any transfer agent and registrar of the class of stock involved against claims that may be made against it or them on account of the lost or destroyed certificate or the issuance of a new certificate, of such kind and

in such amount as the Board of Directors shall have authorized the transfer agent to accept generally or as the Board of Directors or an authorized officer shall approve in particular cases; and any other documents or instruments that the Board of Directors or an authorized officer may require from time to time to protect adequately the interest of the Corporation. A new certificate may be issued without requiring any bond when, in the judgment of the directors, it is proper to do so.

3. *Transfers of Stock.* Transfers of stock shall be made upon the books of the Corporation: (1) upon presentation of the certificates by the registered holder in person or by duly authorized attorney, or upon presentation of proper evidence of succession, assignment or authority to transfer the stock, and upon surrender of the appropriate certificate(s), or (2) in the case of uncertificated shares, upon receipt of proper transfer instructions from the registered owner of such uncertificated shares, or from a duly authorized attorney or from an individual presenting proper evidence of succession, assignment or authority to transfer the stock.

4. *Holder of Record.* The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, save as expressly provided by the laws of the State of Delaware.

Article V

Indemnification and Severance.

1. *Right to Indemnification.* The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, nonprofit entity, or other enterprise, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person. The Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

2. *Prepayment of Expenses.* The Corporation shall pay the expenses (including attorneys' fees) incurred by an officer or director of the Corporation in defending any proceeding in advance of its final disposition, provided, however, that the payment of such expenses shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it shall ultimately be determined that the director or officer is not entitled to be indemnified. Payment of such expenses incurred by other employees and agents of the Corporation may be made by the Board of Directors in its discretion upon such terms and conditions, if any, as it deems appropriate.

3. *Claims.* If a claim for indemnification or payment of expenses (including attorneys' fees) under this Article is not paid in full within sixty days after a written claim therefor has been

received by the Corporation the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

4. Nonexclusivity of Rights. The right conferred on any person by this Article V shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these By-laws, agreement, vote of stockholders or disinterested directors or otherwise.

5. Other Indemnification. The corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, non-profit entity, or other enterprise.

6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

7. Severance. Any written agreement or any amendment of an existing written agreement that provides for payments to a director, officer or other employee of the Corporation or any subsidiary of the Corporation upon (i) a "change in control" of the Corporation or (ii) the termination or constructive termination of the employment of such director, officer, or other employee following a "change in control" of the Corporation, must be approved by (a) the unanimous vote of the members of the committee of the Board of Directors which has the power to recommend changes in the compensation of the senior management of the Corporation, if any, and (b) a majority of the directors who are not employees of the Corporation or any subsidiary of the Corporation. For the purposes hereof, a "change of control" of the Corporation shall mean through (i) the accumulation by a person or group of related persons of 20% or more of the Company's outstanding, capital stock and/or (ii) a change in the composition of a majority of the Corporation's Board of Directors without the approval of the incumbent Board.

Article VI

Miscellaneous.

1. Delaware Office. The address of the registered office of the Corporation in the State of Delaware shall be at Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801 and the name of its registered agent at such address is Corporation Trust Company.

2. Other Offices. The Corporation may also have an office in the City and State of New York, and such other offices at such places as the Board of Directors from time to time may appoint or the business of the Corporation may require.

3. Seal. The corporate seal shall be in the form adopted by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be affixed by any officer of the Corporation to any instrument executed by authority of the Corporation, and the seal when so affixed may be attested by the signature of any officer of the Corporation.

4. *Notice.* Whenever notice is required to be given by law, the Certificate of Incorporation or these By-laws, a written waiver signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting, is not lawfully called or convened.

5. *Amendments.* The Board of Directors shall have the power to adopt, amend or repeal the By-laws of the Corporation by the affirmative action of a majority of its members. The By-laws may be adopted, amended or repealed by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote at any regular meeting of the stockholders or at any special meeting of the stockholders if notice of such proposed adoption, amendment or repeal be contained in the notice of such special meeting.

6. *Form of Records.* Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minutes books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

7. *Checks.* All checks, drafts, notes and other orders for the payment of money shall be signed by such officer or officers or agents as from time to time may be designated by the Board of Directors or by such officers of the Corporation as may be designated by the Board to make such designation.

8. *Fiscal Year.* The fiscal year shall begin the first day of January in each year.

EXHIBIT 21

SUBSIDIARIES OF THE COMPANY

The following is a list of subsidiaries of the Company as of December 31, 2000, omitting some subsidiaries which, considered in the aggregate, would not constitute a significant subsidiary.

| NAME INCORPORATED | WHERE |
|--|----------------|
| 412357 Ontario Inc..... | Canada |
| A S Ruffel (Mozambique) Limitada..... | Mozambique |
| A S Ruffel (Private) Ltd..... | Zimbabwe |
| A.S. Ruffel (Proprietary) Limited..... | South Africa |
| A/O Pfizer..... | Russia |
| Adams (Thailand) Limited..... | Thailand |
| Adams Panama, Sociedad Anonima..... | Panama |
| Adams S.A..... | Argentina |
| Adenylchemie GmbH..... | Germany |
| Agouron Pharmaceuticals (Europe) Limited..... | United Kingdom |
| Agouron Pharmaceuticals Canada Inc..... | Canada |
| Agouron Pharmaceuticals, Inc..... | United States |
| American Chicle Company..... | United States |
| American Foods Industries, Inc..... | United States |
| AMS Medical Systems AG..... | Switzerland |
| Anaderm Research Corp..... | United States |
| Andean Services SA..... | Colombia |
| Bioindustria Farmaceutici S.p.A..... | Italy |
| Biorell GmbH..... | Germany |
| Blue Cross S.r.l..... | Italy |
| C.P. Pharmaceuticals International C.V..... | Netherlands |
| Cachou Lajaunie..... | France |
| Capsugel AG/SA/ Ltd..... | Switzerland |
| Capsugel France..... | France |
| Charwell Pharmaceuticals Limited..... | United Kingdom |
| Chicle Adams, S.A..... | Colombia |
| Chicle Adams, S.A..... | Venezuela |
| Clark Gum Company Morocco..... | Morocco |
| Community Care Health Solutions Inc..... | United States |
| Community Health Care Solutions LLC..... | United States |
| Compania Distribuidora Del Centro, S.A. de C.V..... | Mexico |
| Compania Parke-Davis, Sociedad Anonima..... | Guatemala |
| Consumer Health Products (Minority Interests) Company..... | United Kingdom |
| Davis Médica, S.L., Sociedad Unipersonal..... | Spain |
| Dental Zement G.m.b.H..... | Germany |
| Dismercasa de Panama, S.A..... | Panama |
| Dismercasa, S.A. de C.V..... | El Salvador |
| Distribuidora Mercantil Centro Americana, S.A..... | United States |
| Distribuidora Mercantil Centroamericana, Sociedad Anonima..... | Nicaragua |
| Duchem Laboratories Limited..... | India |
| Empresas Warner Lambert S.A..... | Chile |
| Euronett, Inc..... | United States |

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|---|----------------|
| Eversharp Canada, Inc..... | Canada |
| Eversharp de Mexico S.A. de C.V | Mexico |
| EWL Eczacibasi Warner Lambert Ilac Sanayi ve Ticaret A.S..... | Turkey |
| Exchic C.A. Limited..... | Bermuda |
| Farkemo S.r.l. | Italy |
| Farminova, Produtos Farmaceuticos de Inovacao, Lda..... | Portugal |
| Gödecke Gesellschaft m.b.H. | Austria |
| Gödecke GmbH..... | Germany |
| Gödecke OTC Beteiligungs GmbH..... | Germany |
| Grupo Warner Lambert Mexico, S.A. De C.V..... | Mexico |
| Health Care Ventures, Inc | United States |
| Healthcare Market Research..... | United States |
| Heinrich Mack Nachf. G.m.b.H. & Co. KG..... | Germany |
| HII Holding, LLC..... | United States |
| Hilena Biologische und Chemische Erzeugnisse GmbH..... | Germany |
| International Affiliated Corporation..... | United States |
| International Affiliated Holdings B.V | Netherlands |
| International Capsule Co., Ltd..... | Thailand |
| International Company for Gum and Confectionery (INCOGUM) SAE..... | Egypt |
| Inter-World Insurance Company Limited | Bermuda |
| Invicta Farma, S.A..... | Spain |
| Island Pharmaceuticals Limited | Ireland |
| Jouveinal AG..... | Switzerland |
| Jouveinal Holland B.V. | Netherlands |
| Keystone Chemurgic Corp | United States |
| Laboratoire Beral, S.A..... | France |
| Laboratoires Pfizer S.A | Morocco |
| Laboratorios Laprofa, Sociedad Anonima..... | Guatemala |
| Laboratorios Parke Davis, S.L., Sociedad Unipersonal | Spain |
| Laboratorios Pfizer Lda..... | Portugal |
| Laboratorios Pfizer Ltda..... | Brazil |
| Laboratorios Substantia, S.A..... | Venezuela |
| Lambert & Feasley, Inc | United States |
| Lambert Chemical Company Limited | United Kingdom |
| Leema Chemicals & Cosmetics Pvt. Ltd..... | India |
| Losbanos Ltd | Ireland |
| MED Urological, Inc | United States |
| Medicaps | France |
| Med-Tech Ventures, Inc | United States |
| Meito Adams Co., Ltd..... | Japan |
| MTG Divestitures Handels GmbH..... | Austria |
| MTG Divestitures Inc..... | United States |
| MTG Divestitures Limited | United Kingdom |
| MTG Divestitures Pty Ltd | Australia |
| MTG Divestitures S.C.A | France |
| Nefox Farma, S.A..... | Spain |
| Nostrum Farma, S.A..... | Spain |
| O.C.T. (Thailand) Limited..... | Thailand |
| Omni Laboratories Inc..... | Canada |
| Orsim, S.A..... | France |
| P.T. Capsugel Indonesia | Indonesia |

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|--|-------------------------------------|
| P.T. Warner Lambert Indonesia | Indonesia |
| PanServ-Anzeigen Service GmbH | Germany |
| Parke Davis & Co. Limited | Jersey, Channel Islands |
| Parke Davis Accumulation Plan Pty Ltd | Australia |
| Parke Davis Corporation | Taiwan |
| Parke Davis Del Ecuador C.A. | Ecuador |
| Parke Davis ESUT Pty Ltd..... | Australia |
| Parke Davis European Distributors Limited..... | Ireland |
| Parke Davis International Limited..... | Bahamas |
| Parke Davis Productos Farmaceuticos Lda | Portugal |
| Parke Davis Pty Limited..... | Australia |
| Parke Davis S.p.A | Italy |
| Parke Davis Zaire S.P.R.L..... | Zaire |
| Parke, Davis & Company | United States |
| Parke, Davis & Company Limited | Pakistan |
| Parke-Davis (Thailand) Limited..... | Thailand |
| Parke-Davis Afrique de l'Ouest | Senegal |
| Parke-Davis B.V..... | Netherlands |
| Parke-Davis Gesellschaft GmbH..... | Austria |
| Parke-Davis GmbH | Germany |
| Parke-Davis Korea Limited..... | Korea |
| Parke-Davis Manufacturing Corp..... | United States |
| Parke-Davis Pharmaceuticals Limited | Cayman Islands, British West Indies |
| Parke-Davis S.C.A..... | France |
| Parke-Davis Sales Corporation..... | Virgin Islands |
| P-D Co., Inc..... | United States |
| Pfizer (Ireland) Limited..... | Ireland |
| Pfizer (Malaysia) Sdn. Bhd | Malaysia |
| Pfizer (Namibia) (Proprietary) Limited | Namibia |
| Pfizer A.B..... | Sweden |
| Pfizer A.G..... | Switzerland |
| Pfizer A/S | Denmark |
| Pfizer A/S | Norway |
| Pfizer Africa & Middle East Company for Pharmaceuticals, Animal Health & Chemicals S.A.E..... | Egypt |
| Pfizer Agricare Pty. Ltd..... | Australia |
| Pfizer Algerie Sante et Nutrition Animale s.p.a. | Algeria |
| Pfizer Animal Health B.V | Netherlands |
| Pfizer Animal Health Korea Ltd..... | South Korea |
| Pfizer Animal Health S.A..... | Belgium |
| Pfizer Antilles Holdings N.V | Netherlands Antilles |
| Pfizer Asia Pacific Pte Ltd | Singapore |
| Pfizer B.V..... | Netherlands |
| Pfizer Beteiligungs G.m.b.H | Germany |
| Pfizer Canada Inc | Canada |
| Pfizer Cia Ltda..... | Ecuador |
| Pfizer Commercial Holdings Limited | Isle of Man |
| Pfizer Consumer Healthcare S.r.l | Italy |
| Pfizer Coordination Center..... | Morocco |
| Pfizer Corporation | Panama |
| Pfizer Corporation Austria G.m.b.H..... | Austria |
| Pfizer Distribution Company..... | Ireland |

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| Pfizer Egypt S.A.E | Egypt |
| Pfizer Enterprises Inc | United States |
| Pfizer European Service Center N.V | Belgium |
| Pfizer Export Company | Ireland |
| Pfizer G.m.b.H..... | Germany |
| Pfizer Global Holdings B.V | Netherlands |
| Pfizer Group Limited..... | United Kingdom |
| Pfizer H.C.P. Corporation | United States |
| Pfizer Health Solutions Inc..... | United States |
| Pfizer Hellas, A.E..... | Greece |
| Pfizer Holding France | France |
| Pfizer Holding Mexico, S. de R.L. de C.V..... | Mexico |
| Pfizer Holding und Verwaltungs G.m.b.H | Germany |
| Pfizer Holdings B.V | Netherlands |
| Pfizer Holdings Europe | Ireland |
| Pfizer Holdings Ireland..... | Ireland |
| Pfizer Holdings Netherlands B.V..... | Netherlands |
| Pfizer Ilacilari A.S..... | Turkey |
| Pfizer International Bank Europe | Ireland |
| Pfizer International Corporation..... | Panama |
| Pfizer International Holdings Limited..... | Ireland |
| Pfizer International Inc..... | United States |
| Pfizer Inventory Co | United States |
| Pfizer Ireland Pharmaceuticals | Ireland |
| Pfizer Ireland Ventures..... | Ireland |
| Pfizer Italiana S.p.A. | Italy |
| Pfizer Laboratories (Proprietary) Limited | South Africa |
| Pfizer Laboratories Korea Limited | South Korea |
| Pfizer Laboratories Limited..... | Kenya |
| Pfizer Laboratories Limited..... | New Zealand |
| Pfizer Laboratories Limited..... | Pakistan |
| Pfizer Limitada | Angola |
| Pfizer Limited..... | Ghana |
| Pfizer Limited..... | India |
| Pfizer Limited..... | Tanzania |
| Pfizer Limited..... | Thailand |
| Pfizer Limited..... | Uganda |
| Pfizer Limited..... | United Kingdom |
| Pfizer Ltd..... | Taiwan |
| Pfizer Manufacturing Ireland | Ireland |
| Pfizer Manufacturing LLC | United States |
| Pfizer Medical Systems, Inc | United States |
| Pfizer Medical Technology Group (Belgium) N.V | Belgium |
| Pfizer Medical Technology Group (Netherlands) B.V | Netherlands |
| Pfizer Medical Technology Group Aktiebolag | Sweden |
| Pfizer Medical Technology Group Limited..... | United Kingdom |
| Pfizer Medical Technology Group Pension Trustees Limited | United Kingdom |
| Pfizer Med-Inform Beratungs G.m.b.H..... | Austria |
| Pfizer Overseas, Inc..... | United States |
| Pfizer Oy..... | Finland |
| Pfizer Pension Trustees (Ireland) Limited..... | Ireland |
| Pfizer Pension Trustees Ltd..... | United Kingdom |

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| Pfizer Pharm Algeria SPA..... | Algeria |
| Pfizer Pharmaceutical Trading Limited Liability Company (a/k/a Pfizer Kft. or Pfizer LLC) | Hungary |
| Pfizer Pharmaceuticals B.V..... | Netherlands |
| Pfizer Pharmaceuticals Inc. [a/k/a Pfizer Seiyaku Kabushiki Kaisha (PSK)]..... | Japan |
| Pfizer Pharmaceuticals Israel Ltd..... | Israel |
| Pfizer Pharmaceuticals Jersey Limited..... | Isle of Jersey |
| Pfizer Pharmaceuticals Korea Limited..... | South Korea |
| Pfizer Pharmaceuticals LLC..... | United States |
| Pfizer Pharmaceuticals Ltd..... | People's Republic of China |
| Pfizer Pharmaceuticals Production Corporation..... | Panama |
| Pfizer Pharmaceuticals Production Corporation (Partnership)..... | Ireland |
| Pfizer Pharmaceuticals Production Corporation Limited..... | Isle of Man |
| Pfizer Pharmaceuticals, Inc..... | United States |
| Pfizer Pigments Inc..... | United States |
| Pfizer Polska Sp. z o.o..... | Poland |
| Pfizer Private Limited..... | Singapore |
| Pfizer Production LLC..... | United States |
| Pfizer Products Inc..... | United States |
| Pfizer Pty. Ltd..... | Australia |
| Pfizer Research and Development Company N.V. / S.A..... | Belgium / Ireland |
| Pfizer Ringaskiddy Production Company..... | Isle of Man |
| Pfizer S.A..... | Belgium |
| Pfizer S.A..... | Colombia |
| Pfizer S.A..... | Costa Rica |
| Pfizer S.A..... | France |
| Pfizer S.A..... | Peru |
| Pfizer S.A..... | Venezuela |
| Pfizer S.G.P.S. Lda..... | Portugal |
| Pfizer S.R.L..... | Argentina |
| Pfizer s.r.o..... | Czech Republic |
| Pfizer Saidal Manufacturing..... | Algeria |
| Pfizer Service Company Ireland..... | Ireland |
| Pfizer Servicios de Mexico, S.A. de C.V..... | Mexico |
| Pfizer Shoji Co., Ltd..... | Japan |
| Pfizer Specialties Limited..... | Nigeria |
| Pfizer Technologies Ltd..... | United Kingdom |
| Pfizer Trading Corp..... | Taiwan |
| Pfizer Tunisie..... | Tunisia |
| Pfizer Ventures Limited..... | Isle of Jersey |
| Pfizer Zona Franca S.A..... | Costa Rica |
| Pfizer, Inc..... | Philippines |
| Pfizer, S.A. [a/k/a Pfizer Pharmaceutical]..... | Spain |
| Pfizer, S.A. de C.V..... | Mexico |
| Pfizer, S.A., S. en C..... | Spain |
| Plaistow Limited..... | Ireland |
| PQI Inc..... | Canada |
| Productos Adams C.A..... | Ecuador |
| Programmable Pump Technologies, Inc..... | United States |
| PT. Pfidex Pharma..... | Indonesia |
| PT. Pfizer Indonesia..... | Indonesia |

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| Quantum Investments S.A..... | Uruguay |
| Quigley Company Inc..... | United States |
| Renrall K.K..... | Japan |
| Renrall Limited..... | United States |
| Ribex S.r.L..... | Italy |
| Rivepar S.A.S..... | France |
| Roerig A.B..... | Sweden |
| Roerig B.V..... | Netherlands |
| Roerig S.A..... | Chile |
| Roerig, Produtos Farmaceuticos, Lda..... | Portugal |
| Roerig, S.A..... | Venezuela |
| S.A. Wilkinson Sword N. V..... | Belgium |
| S.D. Investments Pty. Ltd..... | Australia |
| Schick & Wilkinson Sword International B.V..... | Netherlands |
| Schick & Wilkinson-Sword Holding B.V..... | Netherlands |
| Schick (Malaysia) SDN BHD..... | Malaysia |
| Schick (Singapore) Private Limited..... | Singapore |
| Schick Asia Limited..... | Cayman Islands, British West Indies |
| Schick Nederland B.V..... | Netherlands |
| Schick North America, Inc..... | United States |
| Shiley Incorporated..... | United States |
| Shiley International..... | United States |
| Shiley Ltd..... | United Kingdom |
| Sinergis Farma-Produtos Farmaceuticos, Lda..... | Portugal |
| Site Realty, Inc..... | United States |
| Smith Brothers Cough Drops Canada Ltd..... | Canada |
| SmithKline Animal Health (Proprietary) Limited..... | South Africa |
| SmithKline Animal Health (SWA) (Pty) Ltd..... | Namibia |
| SmithKline Beecham Animal Health (Singapore) Private Limited..... | Singapore |
| SmithKline Beecham Animal Health (Taiwan) Limited..... | Taiwan |
| Societe Nouvelle Des Pastilles De Vichy..... | France |
| Solinor Inc..... | United States |
| Spepharmax..... | France |
| Substantia..... | France |
| Suzhou Capsugel® Ltd..... | People's Republic of China |
| Tabor Corporation..... | United States |
| Tetra GmbH..... | Germany |
| Tetra Heimtierbedarf GmbH & Co. KG..... | Germany |
| Tetra Heimtierbedarf Verwaltungsgesellschaft m.b.H..... | Germany |
| Tetra K.K..... | Japan |
| Tetra Werke Holding GmbH, Berlin..... | Germany |
| The Kodiak Company Ltd..... | Bermuda |
| Thorney Company..... | Ireland |
| Unicliffe Limited..... | United Kingdom |
| Viagra Limited..... | United Kingdom |
| Vinci Farma, S.A..... | Spain |
| W&A Grundstücksverwaltungs GbR..... | Germany |
| Wafin SRL..... | Italy |
| Warner Lambert (Hong Kong) Limited..... | Hong Kong |
| Warner Lambert (Kenya) Limited..... | Kenya |
| Warner Lambert (Portugal) Comercio e Industria, Limitada..... | Portugal |
| Warner Lambert (Taiwan) Limited..... | Taiwan |

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|---|-------------------------------------|
| Warner Lambert (Zimbabwe) (Private) Limited | Zimbabwe |
| Warner Lambert Company (Malaysia) SDN BHD | Malaysia |
| Warner Lambert Consumer Healthcare Pty Limited | Australia |
| Warner Lambert Consumer Healthcare Vertriebs-GmbH | Germany |
| Warner Lambert de Venezuela S.A. | Venezuela |
| Warner Lambert Pty. Limited | Australia |
| Warner Lambert Del Uruguay S.A. | Uruguay |
| Warner Lambert Distribuidora, S.A. de C.V. | Mexico |
| Warner Lambert Dominicana, S.A. | Dominican Republic |
| Warner Lambert Espana, S.A. | Spain |
| Warner Lambert Europe, N.V. | Belgium |
| Warner Lambert Nordic AB | Sweden |
| Warner Lambert Pakistan (Private) Limited | Pakistan |
| Warner Lambert Peru S.A. | Peru |
| Warner Lambert Poland Sp.z.o.o | Poland |
| Warner Lambert Research and Development Ireland Ltd | Ireland |
| Warner Lambert SAL | Lebanon |
| Warner-Lambert A.E. | Greece |
| Warner-Lambert (Belgium) N.V. | Belgium |
| Warner-Lambert (East Africa) Limited | Kenya |
| Warner-Lambert (Guangzhou) Limited | People's Republic of China |
| Warner-Lambert (Nigeria) Limited | Nigeria |
| Warner-Lambert (NZ) Limited | New Zealand |
| Warner-Lambert (Schweiz) AG | Switzerland |
| Warner-Lambert (Singapore) Private Limited | Singapore |
| Warner-Lambert (Tanzania) | Tanzania |
| Warner-Lambert (Thailand) Limited | Thailand |
| Warner-Lambert (UK) Limited | United Kingdom |
| Warner-Lambert (West Indies) Ltd | Jamaica, West Indies |
| Warner-Lambert Bolivia S.A. | Bolivia |
| Warner-Lambert Caribbean Corporation | Virgin Islands |
| Warner-Lambert Company AG | Switzerland |
| Warner-Lambert Company | United States |
| Warner-Lambert Consumer Health Products (Eastleigh) Company | United Kingdom |
| Warner-Lambert Consumer Health Products Company | United Kingdom |
| Warner-Lambert Consumer Healthcare | Ireland |
| Warner-Lambert Consumer Healthcare | United Kingdom |
| Warner-Lambert Consumer Healthcare B.V. | Netherlands |
| Warner-Lambert Consumer Healthcare cva | Belgium |
| Warner-Lambert Consumer Healthcare GmbH | Germany |
| Warner-Lambert Consumer Healthcare Pty. Limited | New Zealand |
| Warner-Lambert Consumer Healthcare S.Com.p.A. | Spain |
| Warner-Lambert Consumer Products GmbH & Co. KG | Germany |
| Warner-Lambert Cork Limited | Cayman Islands, British West Indies |
| Warner-Lambert de Costa Rica, Sociedad Anonima | Costa Rica |
| Warner-Lambert De El Salvador, S.A. De C.V. | El Salvador |
| Warner-Lambert de Honduras, Sociedad Anonima | Honduras |
| Warner-Lambert de Nicaragua, S.A. | Nicaragua |
| Warner-Lambert de Panama, Sociedad Anonima | Panama |
| Warner-Lambert de Puerto Rico, Inc | Puerto Rico |
| Warner-Lambert Europaische Beteiligungs GmbH | Germany |
| Warner-Lambert GmbH | Germany |

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| Warner-Lambert Guatemala, Sociedad Anonima | Guatemala |
| Warner-Lambert Healthcare Company | United Kingdom |
| Warner-Lambert Holland B.V. | Netherlands |
| Warner-Lambert Hungary KFT..... | Hungary |
| Warner-Lambert Inc | Japan |
| Warner-Lambert Inc | United States |
| Warner-Lambert India Limited | India |
| Warner-Lambert Industria e Comercio Limitada | Brazil |
| Warner-Lambert International Company | United States |
| Warner-Lambert International N.V. | Netherlands Antilles |
| Warner-Lambert Ireland..... | Ireland |
| Warner-Lambert LLC..... | United States |
| Warner-Lambert Manufacturing (Ireland) Ltd. | Cayman Islands, British West Indies |
| Warner-Lambert Philippines, Inc | Philippines |
| Warner-Lambert Plaistow Manufacturing | Ireland |
| Warner-Lambert Pottery Road Limited..... | Ireland |
| Warner-Lambert S.A. (Proprietary) Limited..... | South Africa |
| Warner-Lambert Santé Grand Public | France |
| Warner-Lambert Trading Company Limited | Hong Kong |
| Warner-Lambert, S.A. | United States |
| W-C Laboratories Inc. | United States |
| Wilcox Sweets (Proprietary) Limited..... | South Africa |
| Wilkinson Sword (1999) Limited..... | United Kingdom |
| Wilkinson Sword Gesellschaft GmbH | Austria |
| Wilkinson Sword GmbH | Germany |
| Wilkinson Sword Limited | United Kingdom |
| Wilkinson Sword Nederland B.V. | Netherlands |
| Wilkinson Sword S.A.E | Spain |
| Wilkinson Sword S.p.A..... | Italy |
| Wilkinson Sword Spolka z ograniczona odpowiedzialnoscia | Poland |
| Wilkinson Sword Tras Urunleri Ticaret Ltd..... | Turkey |
| Wilkinson Sword Verwaltungs GmbH..... | Germany |
| Willant N.V. | Netherlands Antilles |
| Willinger Bros., Inc | United States |
| W-L (Europe) | United Kingdom |
| W-L (Italy) | United Kingdom |
| W-L (Portugal) | United Kingdom |
| W-L (Spain)..... | United Kingdom |
| W-L Holding | France |
| WL Cumbica LLC..... | United States |
| WW-G (UK) Limited | United Kingdom |
| Zalmpaat Holding B.V | Netherlands |
| Zoomedica Frickhinger GmbH..... | Germany |



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 2
290 BROADWAY
NEW YORK, NY 10007-1866

SEP 15 2003

**GENERAL NOTICE LETTER
CERTIFIED MAIL-RETURN RECEIPT REQUESTED**

Henry McKinnell, Chairman
Pfizer Inc.
235 E. 42nd St.
New York, New York 10017

RE: Diamond Alkali Superfund Site
Notice of Potential Liability for
Response Actions in the Lower Passaic River, New Jersey

Dear Mr. McKinnell:

The United States Environmental Protection Agency ("EPA") is charged with responding to the release and/or threatened release of hazardous substances, pollutants, and contaminants into the environment and with enforcement responsibilities under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §9601 et seq. Accordingly, EPA is seeking your cooperation in an innovative approach to environmental remediation and restoration activities for the Lower Passaic River.

EPA has documented the release or threatened release of hazardous substances, pollutants and contaminants into the six-mile stretch of the river, known as the Passaic River Study Area, which is part of the Diamond Alkali Superfund Site ("Site") located in Newark, New Jersey. Based on the results of previous CERCLA remedial investigation activities and other environmental studies, including a reconnaissance study of the Passaic River conducted by the United States Army Corps of Engineers ("USACE"), EPA has further determined that contaminated sediments and other potential sources of hazardous substances exist along the entire 17-mile tidal reach of the Lower Passaic River. Thus, EPA has decided to expand the Study to include the areal extent of contamination to which hazardous substances from the six-mile stretch were transported; and those sources from which hazardous substances outside the six-mile stretch have come to be located within the expanded Study Area.

By this letter, EPA is notifying Pfizer Inc. ("Pfizer") of its potential liability relating to the Site pursuant to Section 107(a) of CERCLA, 42 U.S.C. §9607(a). Under CERCLA, potentially responsible parties ("PRPs") include current and past owners of a facility, as well as persons who arranged for the disposal or treatment of hazardous substances at the Site, or the transport of hazardous substances to the Site.

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In recognition of our complementary roles, EPA has formed a partnership with USACE and the New Jersey Department of Transportation-Office of Maritime Resources ("OMR") ["the governmental partnership"] to identify and to address water quality improvement, remediation, and restoration opportunities in the 17-mile Lower Passaic River. This governmental partnership is consistent with a national Memorandum of Understanding ("MOU") executed on July 2, 2002 between EPA and USACE. This MOU calls for the two agencies to cooperate, where appropriate, on environmental remediation and restoration of degraded urban rivers and related resources. In agreeing to implement the MOU, the EPA and USACE will use their existing statutory and regulatory authorities in a coordinated manner. These authorities for EPA include CERCLA, the Clean Water Act, and the Resource Conservation and Recovery Act. The USACE's authority stems from the Water Resources Development Act ("WRDA"). WRDA allows for the use of some federal funds to pay for a portion of the USACE's approved projects related to ecosystem restoration.

For the first phase of the Lower Passaic River Project, the governmental partners are proceeding with an integrated five- to seven-year study to determine an appropriate remediation and restoration plan for the river. The study will involve investigation of environmental impacts and pollution sources, as well as evaluation of alternative actions, leading to recommendations of environmental remediation and restoration activities. This study is being conducted by EPA under the authority of CERCLA and by USACE and OMR, as local sponsor, under WRDA. EPA, USACE, and OMR are coordinating with the New Jersey Department of Environmental Protection and the Federal and State Natural Resource Trustee agencies. EPA, USACE, and OMR estimate that the study will cost approximately \$20 million, with the WRDA and CERCLA shares being about \$10 million each. EPA will be seeking its share of the costs of the study from PRPs.

Based on information that EPA evaluated during the course of its investigation of the Site, EPA believes that hazardous substances were being released from Pfizer's facility located at 230 Brighton Road in Clifton, New Jersey, into the Lower Passaic River. Hazardous substances, pollutants and contaminants released from the facility into the river present a risk to the environment and the humans who may ingest contaminated fish and shellfish. Therefore, Pfizer may be potentially liable for response costs which the government may incur relating to the study of the Lower Passaic River. In addition, responsible parties may be required to pay damages for injury to, destruction of, or loss of natural resources, including the cost of assessing such damages.

Enclosed is a list of the other PRPs who have received Notice letters. This list represents EPA's findings on the identities of PRPs to date. We are continuing efforts to locate additional PRPs who have released hazardous substances, directly or indirectly, into the Passaic River. Inclusion on, or exclusion from, the list does not constitute a final determination by EPA concerning the liability of any party for the release or threat of release of hazardous substances at the Site. Be advised that notice of your potential liability at the Site is being forwarded to all parties on this list.

We request that you consider becoming a "cooperating party" for the Lower Passaic River

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Project. As a cooperating party, you, along with many other such parties, will be expected to fund EPA's share of the study costs. Upon completion of the study, it is expected that CERCLA and WRDA processes will be used to identify the required remediation and restoration programs, as well as the assignment of remediation and restoration costs. At this time, the commitments of the cooperating parties will apply only to the study. For those who choose not to cooperate, EPA may apply the CERCLA enforcement process, pursuant to Sections 106 (a) and 107(a) of CERCLA, 42 U.S.C. §9606(a) and §9607(a) and other laws.

Pursuant to CERCLA Section 113(k), EPA must establish an administrative record that contains documents that form the basis of EPA's decision on the selection of a response action for a site. The administrative record files, which contain the documents related to the response action selected for this Site are located at EPA's Region 2 office (290 Broadway, New York) on the 18th floor. You may call the Records Center at (212) 637-4308 to make an appointment to view the administrative record for the Lower Passaic River Project.

EPA will be holding a meeting with all PRPs on October 29, 2003 at 10:00 AM in Conference Room 27A at the Region 2 office. At that meeting, EPA will provide information about the actions taken to date in the Lower Passaic River, as well as plans for future activities. After the presentation, PRPs will be given the opportunity to caucus, and EPA will return to answer any questions that might be generated during the private session. Please be advised that due to increased security measures, all visitors need to be registered with the security desk in the lobby in order to gain entry to the office. In order to ensure a smooth arrival, you will need to provide EPA with a list of attendees no later than October 15, 2003.

EPA recommends that the cooperating parties select a steering committee to represent the group's interest as soon as possible, since EPA expects a funding commitment for the financing of the CERCLA share of the \$20 million study by mid-November 2003. If you wish to discuss this further, please contact Ms. Alice Yeh, Remedial Project Manager, at (212) 637-4427 or Ms. Kedari Reddy, Assistant Regional Counsel, at (212) 637-3106. Please note that all communications from attorneys should be directed to Ms. Reddy.

Sincerely yours,



George Pavlou, Director
Emergency and Remedial Response Division

Enclosure

cc: Michael McThomas, Esq.
Pfizer Inc.

851850003

PRPs in Receipt of Notice Letters:

| PRP | Legal Counsel |
|--|---|
| J. Roger Hirl President and Chairman of the Board Occidental Chemical Co. Occidental Tower 5005 LBJ Freeway Dallas, Texas 75244 | Paul W. Herring, Esq. Andrews & Kurth L.L.P. 1717 Main Street, Suite 3700 Dallas, Texas 75201 |
| Joseph Gabriel Vice President of Operations 360 North Pastoria Environmental Corp. 1100 Ridgeway Avenue Rochester, New York 14652-6280 | Philip Sellinger, Esq. Sills Cummis Zuckerman One Riverfront Plaza Newark, NJ 07102 |
| Robert Ball, President Alcan Aluminum Corporation 100 Erieview Plaza, 29th Floor Cleveland, Ohio 44114 | Lawrence Salibra, Esq. Alcan Aluminum Corporation 6060 Parkland Blvd. Mayfield Hts., OH 44124 |
| Mark Epstein, President Alden Leeds Inc. 55 Jacobus Ave. Kearny, New Jersey 07032 | Eric Aronson, Esq. Whitman Breed Abbott & Morgan One Gateway Center Newark, NJ 07102 |
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