

Certificate of Amendment of the Certificate of Incorporation
of

The Carcinoid Tumor and Serotonin Research Foundation, Inc.

Under Section 803 of the Not-for-Profit Corporation Law

It is hereby certified that:

FIRST: The name of the corporation is The Carcinoid Tumor and Serotonin Research Foundation, Inc..

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on March 7, 1968.

THIRD: The corporation was formed under the Membership Corporations Law of the State of New York.

FOURTH: The corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law.

FIFTH: The corporation is a Type B corporation under section 201 of the Not-for-Profit Corporation Law.

SIXTH: The amendment of the certificate of incorporation of the corporation effected by this certificate of amendment is to change the name of the corporation to:

The Carcinoid Cancer Foundation, Inc.

SEVENTH: To accomplish the foregoing amendment, Article FIRST of the certificate of incorporation, relating to the name of the corporation, is hereby amended to read as follows:

FIRST: The name of the corporation is THE
CARCINOID CANCER FOUNDATION, INC.

EIGHTH: The foregoing amendment of the certificate of incorporation of the corporation was authorized by the unanimous consent of all the members of the corporation entitled to vote on the said amendment of the certificate of incorporation.

NINTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address within the State of New York to

which the Secretary of State shall mail a copy of any process against the corporation served upon him/her is:

1751 York Avenue
New York, New York 10128

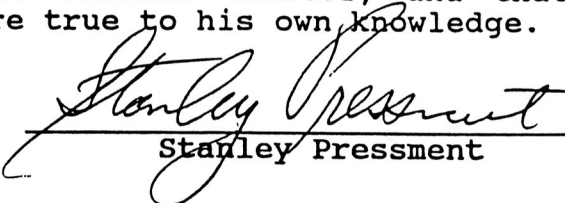
IN WITNESS WHEREOF, we have subscribed this document on April , 1995 and do hereby affirm under the penalties of perjury that the statements contained therein have been examined by us and are true and correct.


Salvatore F. Colangelo, Vice President

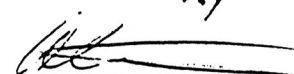

Stanley Pressment, Assistant Secretary

State of New York)
) ss.:
County of New York)

Stanley Pressment, being duly sworn, deposes and says that he is one of the persons who signed the foregoing certificate of amendment; that he signed said certificate in the capacity set opposite or beneath his signature thereon; that he has read the said certificate and knows the content thereof; and that the statements contained therein are true to his own knowledge.


Stanley Pressment

Subscribed and sworn to .
before me on ~~April~~ ^{May} 2, 1995.


Notary Public

ALOYSIUS P. STORK
NOTARY PUBLIC, State of New York
No. 30-479036J
Qualified in Nassau County
Commission Expires ~~March~~ ^{May} 30, 1995
V.