

ARTICLES OF INCORPORATION  
OF  
IMMUNOMEDICS, INC.

10/27/72  
FILED

MIL. 6. 1972

*William C. [unclear]*  
SECRETARY

The undersigned, acting as incorporator of a corporation under the General Corporation Law of Delaware adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is Immunomedics, Inc.

ARTICLE II

The purposes for which the Corporation is organized are to transact any or all lawful business for which corporations may be incorporated under the General Corporation Law of Delaware, and to exercise any and all powers that corporations may now or hereafter exercise under the General Corporation Law of Delaware, including, without limitation, research and development activities whereby products may be produced for marketing in conjunction with other organizations.

ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The total number of shares which the Corporation is authorized to issue is 2,000 shares of common capital stock, each having a par value per share of \$.01, which shares shall have one vote per share, shall have all voting power of the Corporation and shall be without distinction as to powers, preferences and rights.

#### ARTICLE V

The shareholders of the Corporation shall have no preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

#### ARTICLE VI

The business and affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of directors shall be fixed by resolution of the Board of Directors from time to time.

The Board of Directors of the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase its own shares to the full extent of its unreserved and unrestricted capital surplus, or any other surplus, available therefor.

#### ARTICLE VII

The Corporation shall, to the fullest extent permitted by, and in accordance with the provisions of, the General Corporation Law of Delaware, indemnify each director or officer or employee of the Corporation against expenses (including attorneys' fees), judgments, taxes, fines and amounts paid in settlement, incurred by him in connection with, and shall advance expenses (including attorneys' fees) incurred by him in defending, any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which he is, or is threatened to be made, a party by reason of the fact that he is or was a director or officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the Board of Directors or shareholders may reasonably require, by or on behalf of the person seeking indemnification to repay such amounts advanced if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized herein.

that under the circumstances the person, by his conduct, is not entitled to indemnification because of his gross negligence, fraud or willful breach of his fiduciary responsibilities under ERISA. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the Board of Directors or shareholders may reasonably require, by or on behalf of the director, officer or employee, to repay such amounts unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

#### ARTICLE VIII

The address of the initial registered office of the Corporation is 100 West Tenth Street, Wilmington, County of New Castle, Delaware 19801 and the name of the initial registered agent at such address is The Corporation Trust Company.

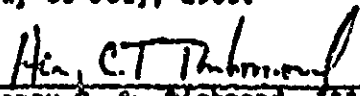
#### ARTICLE IX

Henry C. T. Richmond, III, whose address is 600 Merrill Lynch Plaza, Lexington, Kentucky, is the sole incorporator of the Corporation.

Upon filing this Certificate of Incorporation, the powers of the incorporator shall terminate, at which time the director shall manage the affairs of the Corporation. The number of directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the stockholders or until his successors are elected and qualified is:

David M. Goldenberg  
636 Lakeshore Drive  
Lexington, Kentucky 40502

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 6<sup>th</sup> day of July, 1982.

  
Henry C. T. Richmond, III

COMMONWEALTH OF KENTUCKY )  
 ) SS:  
COUNTY OF FAYETTE )

I, a Notary Public in and for the Commonwealth and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of Immunomedics, Inc., were this day produced before me in the Commonwealth and County aforesaid, and were signed and acknowledged by Henry C. T. Richmond, III as the sole incorporator thereof, to be his free act and voluntary deed.

IN TESTIMONY WHEREOF, witness my hand and notarial seal this 6 day of July, 1982.

My commission expires:

2/25/85  
Coral A. Gage  
NOTARY PUBLIC



This instrument was prepared by:

Henry C. T. Richmond, III  
Henry C. T. Richmond, III  
GREENEBAUM DOLL & McDONALD  
600 Merrill Lynch Place  
Lexington, Kentucky 40502

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
IMMUNOMEDICS, INC.

Pursuant to the provisions of §242(a)(3), §242(c)(1) and §242(c)(2) of the Delaware General Corporate Law, Articles of Amendment to the Articles of Incorporation of Immunomedics, Inc. (the "Corporation") are hereby adopted:

FIRST: The name of the Corporation is Immunomedics, Inc.

SECOND: The amendment to Article IV of the Articles of Incorporation adopted is as follows:

"ARTICLE IV

The total number of shares which the Corporation is authorized to issue is 12,500,000 shares of common capital stock, each having a par value per share of \$.01, which shares shall have all voting power of the Corporation and shall be without distinction as to powers, preferences and rights."

THIRD: The above-described amendment was adopted on March 7, 1983, by the Shareholders of the Corporation by unanimous consent as provided in §141(f) of the Delaware General Corporate Law.

FOURTH: This amendment does not provide for an exchange, reclassification or cancellation of issued shares of stock of the Corporation, but it increases the amount of stated capital from \$20 to \$125,000.



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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

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*[Signature]*  
SECRETARY

**DRIVONMEDICS, INC.,** a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** That, at a meeting of the Board of Directors of the Corporation held on September 19, 1988, a resolution was duly adopted by the Board of Directors setting forth the following proposed amendment to the Certificate of Incorporation of this Corporation, declaring said amendment to be advisable, and directing that the same be submitted to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment to the Corporation's Certificate of Incorporation reads in its entirety as follows:

**RESOLVED,** that the Board of Directors hereby declares it advisable that the Corporation's Certificate of Incorporation be amended to add a new Article X, such Article X to read in its entirety as follows:

**"Article X**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derives any improper personal benefit. If the Delaware General Corporation Law hereafter is amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall be relieved

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of liability to the fullest extent permitted by the Delaware General Corporation Law, as amended. Any repeal or modification of this Article X by the stockholders of the Corporation shall not adversely affect any right of or protection afforded to a director of the Corporation existing at the time of such repeal or modification."

**SECOND:** That, after the meeting of the Board of Directors referred to in Paragraph **FIRST**, the resolution setting forth the proposed amendment was adopted, by a majority of the outstanding stock of the Corporation entitled to vote thereon, at the annual meeting of the stockholders of this Corporation, which meeting was called and held upon notice in accordance with Sections 212 and 242 of the General Corporation Law of the State of Delaware.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused its corporate seal to be hereunder affixed and this Certificate to be signed by its duly authorized officers on this 12 day of November, 1966.



*Richard Goldenberg*  
**RICHARD GOLDENBERG**  
Secretary

**HENRY SCHEIN, INC.**  
*David H. Goldenberg*  
By: **DAVID H. GOLDENBERG**,  
Chief Executive Officer

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
IMMUNOMEDICS, INC.

Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware

It is hereby certified that:

1. The name of the corporation is Immunomedics,  
Inc. (the "Corporation").

2. The Certificate of Incorporation of the  
Corporation was filed in the office of the Secretary of  
State of the State of Delaware on July 6, 1982.

3. The Certificate of Incorporation is hereby  
amended by adding a new Article XI as follows:

"ARTICLE XI

The Board of Directors is expressly authorized to  
adopt, amend or repeal the by-laws of the Corporation."

4. The foregoing amendment to the Certificate of  
Incorporation was duly adopted by resolution of the Board of  
Directors on September 15, 1992, declaring such amendment to  
be advisable to the stockholders of the Corporation and

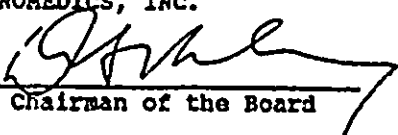
directing that the same be submitted to the stockholders of the Corporation for consideration thereof.

5. A majority of the stockholders of the Corporation at the annual meeting of stockholders held on November 5, 1992, at which a quorum was present throughout by vote adopted the above-referenced amendment to the Certificate of Incorporation.

6. This Certificate of Amendment to the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by David M. Goldenberg, the Chairman of the Board, and attested by Amy Factor, the Secretary, respectively, of Immunomedics, Inc. this 5th day of November, 1992.

IMMUNOMEDICS, INC.

By:   
Chairman of the Board

ATTEST:

By:   
Secretary

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF  
IMMUNOMEDICS, INC.

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Pursuant to Section 242 of the General  
Corporation Law of the State of Delaware  
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It is hereby certified that:

1. The name of the corporation is Immunomedics, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of Delaware on July 6, 1982.
3. The Certificate of Incorporation of the Corporation is hereby amended by deleting in its entirety Paragraph (a) of ARTICLE IV and substituting the following therefor:

"(a) The Corporation shall be authorized to issue eighty million (80,000,000) shares, consisting of seventy (70,000,000) shares of Common Stock, \$.01 par value per share ("Common Stock"), and ten million (10,000,000) shares of Preferred Stock, \$.01 par value per share ("Preferred Stock")."
4. The amendment to the Certificate of Incorporation set forth above has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chairman of the Board and Chief Executive Officer and attested to by its Secretary this 5th day of November, 1996.

/s/ David M. Goldenberg

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David M. Goldenberg

Chairman of the Board and  
Chief Executive Officer

AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN  
FISCAL YEAR

On August 25, 2005, Immunomedics, Inc., a Delaware corporation (the "Company"), in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, filed a Certificate of Amendment to the Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware. The Certificate of Incorporation of the Corporation is amended to authorize the Company to issue one hundred-twenty million (120,000,000) shares, consisting of one hundred-ten million (110,000,000) shares of Common Stock, \$.01 par value per share ("Common Stock"), and ten million (10,000,000) shares of Preferred Stock, \$.01 par value per share ("Preferred Stock")."

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 29, 2005

IMMUNOMEDICS, INC.

[End]