

Division of Corporations  
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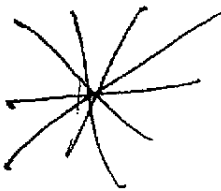
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Esprit Pharma, Inc.**

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Corporate Filing Menu

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Feb 6 2006 13:44 P.02  
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February 6, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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Cynthia Blalock  
Document Specialist

FAX Aud. #: H06000031497  
Letter Number: 706A0000847B

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. Esprit Pharma, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Esprit Pharma FL, Inc. (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware (State or country under the law of which it is incorporated) 3. 20-1843604 (FBI number, if applicable)

4. 11/5/04 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)

7. 2 Tower Center Blvd. (Principal office address)

East Brunswick, NJ 08816 (Current mailing address)

8. Any lawful act or activity (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

By: [Signature] (Registered agent's signature)

GARY SHERMAN, ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: John T. Spitznagel

Address: 2 Tower Center Blvd.

East Brunswick, NJ 08816

Vice Chairman: —

Address: \_\_\_\_\_

Director: Louis F. Berardi

Address: 2 Tower Center Blvd.

East Brunswick, NJ 08816

Director: Ronald Nordman

Address: 2 Tower Center Blvd.

East Brunswick, NJ 08816

**B. OFFICERS**

President: Greg Stokas

Address: 2 Tower Center Blvd.

East Brunswick, NJ 08816

Vice President: Steven M. Bosacki

Address: 2 Tower Center Blvd.

East Brunswick, NJ 08816

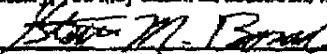
Secretary: Anthony A. Rascio

Address: 2 Tower Center Blvd., East Brunswick, NJ 08816

Treasurer: Mark Janofsky

Address: 2 Tower Center Blvd., East Brunswick, NJ 08816

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Steven M. Bosacki  
(Typed or printed name and capacity of person signing application)

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Addendum A

Patrick LePore  
Ryan Drant  
Robert J. More  
Adele Oliva  
Joseph Smith  
Brian Halak

The address for each of the individuals referenced above is 2 Tower Center Blvd., East Brunswick, NJ 08816.

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Addendum B

John T. Spitznagel, Chief Executive Officer  
Louis P. Berardi, Executive Vice President  
Andrew J. Einhorn, Executive Vice President

The address for each of the individuals referenced above is 2 Tower Center Blvd., East Brunswick, NJ 08816.

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "ESPRIT PHARMA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF NOVEMBER, A.D. 2004, AT 4:46 O'CLOCK P.M.

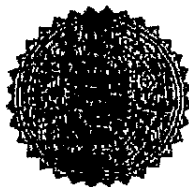
RESTATED CERTIFICATE, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 3:03 O'CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "SATURN PHARMACEUTICALS, INC." TO "ESPRIT PHARMA HOLDING COMPANY, INC.", FILED THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 10:23 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTEENTH DAY OF AUGUST, A.D. 2005, AT 1:43 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE FIRST DAY OF SEPTEMBER, A.D. 2005, AT 8:43 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4484911

DATE: 01-30-06

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# Delaware

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*The First State*

SEPTEMBER, A.D. 2005, AT 5:22 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF  
NOVEMBER, A.D. 2005, AT 5:48 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "ESPRIT PHARMA  
HOLDING COMPANY, INC." TO "ESPRIT PHARMA, INC.", FILED THE  
THIRTIETH DAY OF NOVEMBER, A.D. 2005, AT 5:51 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF  
JANUARY, A.D. 2006, AT 12:11 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF  
JANUARY, A.D. 2006, AT 12:12 O'CLOCK P.M.

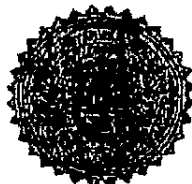
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ESPRIT  
PHARMA, INC." WAS INCORPORATED ON THE FIFTH DAY OF NOVEMBER,  
A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE  
BEEN FILED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4484911

DATE: 01-30-06

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