

F10000001126

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

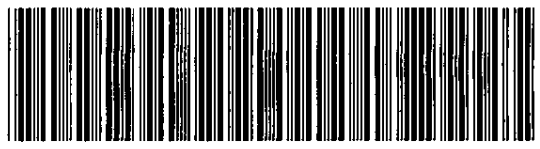
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600167252636

03/04/10--01014--021 **75.00

FILED
2010 MAR -4 A 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-5-10
lcc

COVER LETTER

FILED
2010 MAR -4 A 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Cadence Pharmaceuticals, Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jenny Repine
Name of Person
Cadence Pharmaceuticals, Inc.
Firm/Company
12481 High Bluff Dr. #200
Address
San Diego, CA 92130-3583
City/State and Zip code
jrepine@cadencepharm.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jenny Repine at (858) 436-1412
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 41-2142317
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 05/28/2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12481 High Bluff Dr. #200, San Diego, CA 92130
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 12481 High Bluff Dr. #200, San Diego, CA 92130
(Principal office address)

12481 High Bluff Dr. #200, San Diego, CA 92130
(Current mailing address)

8. promotion and sale of product
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

FILED
2010 MAR -4 A 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Elizabeth M. A. Irwin

(Registered agent's signature) Asst. V.P.

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:

A. DIRECTORS.

Chairman: Cam L. Garner

Address: 12481 High Bluff Drive, #200, San Diego, CA 92130

Vice Chairman: Brian Altwood

Address: 12481 High Bluff Drive, #200, San Diego, CA 92130

Director: Samuel L. Barker Ph.D.

Address: 12481 High Bluff Drive, #200, San Diego, CA 92130

Director: Michael A. Berman M.D.

Address: 12481 High Bluff Drive, #200, San Diego, CA 92130

B. OFFICERS

President: Theodore R. Schroeder

Address: 12481 High Bluff Dr. #200, San Diego, CA 92130

Vice President: Scott W. Byrd

Address: 12481 High Bluff Dr. #200, San Diego, CA 92130

12481 High Bluff Dr. #200, San Diego, CA 92130

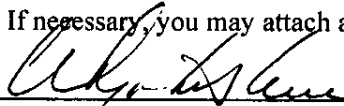
Secretary: Hazel M Aker/SVP/General Counsel

Address: 12481 High Bluff Drive, #200, San Diego, CA 92130

Treasurer: William R. LaRue

Address: 12481 High Bluff Drive, #200, San Diego, CA 92130

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. William R. LaRue, SVP/CFO
(Typed or printed name and capacity of person signing application)

FILED
2010 MAR -4 A 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

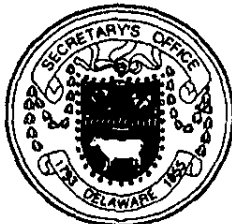
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CADENCE PHARMACEUTICALS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF FEBRUARY, A.D. 2010.

FILED

2010 MAR -4 A 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3804563 8300

100095830

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7791658

DATE: 02-01-10