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SECRETARY OF STATE

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| COVER LETTER 2010 |) | | |
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| TO: New Filing Section Division of Corporations SUBJECT: Cadence Pharmaceuticals The. Name of corporation - must include suffix | 37 | | |
| SUBJECT: Cadence tharmaceuticals The. 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 MAILING ADDRESS: New Filing Section Division of Corporations | | | |
| Clifton Building P.O. Box 6327 | P.O. Box 6327 | | |
| 2661 Executive Center Circle Tallahassee, FL 32314 Tallahassee, FL 32301 | | | |
| Enclosed is a check for the following amount: | | | |
| \$70.00 Filing Fee \$\Boxed{\sigma}\$ \$78.75 Filing Fee & Certificate of Status Certified Copy \$87.50 Filing Fee, 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.

| (Enter name of corporation; must include "INCORFORATED," "COMPANY," "CORFORATION," "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 (State or country under the law of which it is incorporated) (State or country under the law of which it is incorporated) (Date of incorporation) (Date of incorporation) (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") (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) 12481 High Bluff Dr. #200, San Diego, CA 92130 (Current mailing address) 3. promotion and cale of product (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) (Name and gitted address of Florida registered agent: (P.O. Box NOT acceptable) Name: Corporation Service Company Office Address: 1201 Haya Bireot Taliahassee (City) (City) (Zip code) Taliahassee (City) (Registered agent and to accept service of process for the above stated corporation with the place testignated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity, and I am familiar with and accept the obligations of all statutes relative to the proper and complete performance of my dan and I am familiar with and accept the obligations of my position as registered agent. | | maceuticals, inc. | CED II ICOLOMANTA II ICORDODAI | TONIN |
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| 2. Delaware (State or country under the law of which it is incorporated) (Pate of incorporation) (Date of incorporation) (Date of incorporation) (Date of incorporation) (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 (Principal office address) 12481 High Bluff Dr. #200, San Diego, CA 92130 (Current mailing address) 3. promotion and sale of product (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) 3. Name and sitest address of Florida registered agent: (P.O. Box NOT acceptable) Name: Corporation Service Company Diffice Address: 1201 Haye Street Tallahassee (City) (City) 7. Florida 32301 (Zip code) 1202 AND | "Inc.," "Co.," "C | corporation; must include "INCORPORA! corp," "Inc," "Co," or "Corp,") | IED, COMPANI, CORPORA | non, |
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| Name: Corporation Service Company Office Address: 1201 Hays Street Tallahassee , Florida 32301 (City) (Zip code) On Registered agent's acceptance to accept service of process for the above stated corporation at the place estignated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. The acceptance of the proper and complete performance of my during I am familiar with and accept the obligations of my position as registered agent. | (Purpose(s | e) of corporation authorized in home state | or country to be carried out in state of | f Florida) |
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| (City) (Zip code) (Zip code) | | Tallahassee | Florida 32301 | SP I I |
| iaving been named as registered agent and to accept service of process for the above stated corporation it the place esignated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. If the agree to act in this capacity, with the provisions of all statutes relative to the proper and complete performance of my duty of the familiar with and accept the obligations of my position as registered agent. | · | (City) | (Zip code) | |
| laving been named as registered agent and to accept service of process for the above stated corporation at the place esignated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. uther agree to comply with the provisions of all statutes relative to the proper and complete performance of my dut nd I am familiar with and accept the obligations of my position as registered agent. | 0. Revistend as | rent [‡] s accentances | | L01 |
| esignated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. In ther agree to comply with the provisions of all statutes relative to the proper and complete performance of my dut and I am familiar with and accept the obligations of my position as registered agent. | | | ervice of process for the above st | ated corporation at the place |
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| Elizabetha. Druik (Registored agent's signature) A55+ 11P | | | | |
| (Registered agent's elgnature) A35+ 1/P | | Elinabe Ma. J. | ruit | |
| T COPPER NA. I CA | | (Registered agent's signate | uro) 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: CONTAR 4
AHASAY OF A 11:3 A. DIRECTORS. Chairmez: '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 negessary you may attach an addendum to the application listing additional officers and/or directors. (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)

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.

2010 MAR - 4 A II: 37
SECRETARY OF STATE

3804563 8300

100095830

A

AUTHENTICATION: 7791658

DATE: 02-01-10

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