

F 95000005305

CT CORPORATION SYSTEM

CORPORATION(S) NAME

AXCAN Scandipharm Inc.

formerly: Scandipharm, Inc.

FILED
2001 MAY 17 PM 1:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 17 AM 11:23
TO AGENDY LEDGE
SUFFICIENCY OF FILING

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5/17/01

Order#: 4327283

N.C. Ref#: _____

GOULLETTE MAY 17 2001
Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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-05/17/01 --01095--003
***35.00 ***35.00

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
2001 MAY 17 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

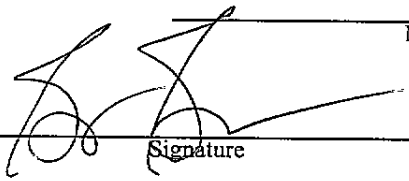
SECTION I
(1-3 MUST BE COMPLETED)

1. Scandipharm, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of
3. October 27, 1995
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 11, 2000
5. Axcan Scandipharm Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

May 3, 2001
Date

John R. Booth
Typed or printed name

President
Title

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SCANDIPHARM, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AXCAN SCANDIPHARM INC.", THE ELEVENTH DAY OF FEBRUARY, A.D. 2000, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AXCAN SCANDIPHARM INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF JULY, A.D. 1991.



2269607 8320

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1124543

DATE: 05-09-01