



THE UNITED STATES
CORPORATION
COMPANY

F99000005899

ACCOUNT NO. : 072100000032

REFERENCE : 410880 5164540

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyt

ORDER DATE : October 13, 1999

ORDER TIME : 10:06 AM

ORDER NO. : 410880-040

CUSTOMER NO: 5164540

700003043927--0

CUSTOMER: Ms. Jolene Elliot
Women First Health Care
Suite 400
12220 El Camino Real
San Diego, CA 92130

FOREIGN FILINGS

0

NAME: WOMEN FIRST HEALTHCARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 NOV 15 PM 2:23

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 99 NOV 15 AM 11:30

BK 11/15/99

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Women First HealthCare, Inc.
(Name of corporation - must include suffix)

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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", 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:

Robert P. Golej/Jolene Elliott
(Name of Person)

(Firm/Company)

Suite 400, 12220 El Camino Real
(Address)

San Diego, CA 92130
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Robert P. Golej/Jolene Elliott at (858) 509 3848
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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.

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1. Women First HealthCare, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 13-3919601
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 01, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Suite 400, 12220 El Camino Real
San Diego, CA 92130
(Current mailing address)

8. Salespersons soliciting products and programs for women at midlife (mainly pharmaceutical). To engage in any act or activity for which corporations may be organized.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Carol K. Dolor
(Registered agent's signature)

Carol K. Dolor, Assistant Vice President

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Debra Crawford
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Debra Crawford, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Women First HealthCare, Inc.

List of Officers

Name: David Hale **Title:** President / CEO
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Debra Crawford **Title:** Sec / Treas / CFO
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Jeffrey Raser **Title:** VP-Sales & Market.
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Susan Dube **Title:** VP-Strategic Plan.
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Randl C. Crawford **Title:** VP-Ed. Programs
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Wendy S. Johnson **Title:** VP-Business Dev.
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Robert L. Jones **Title:** VP-Human Resources
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Jeanne-Marie Varga **Title:** VP-Regulatory Affairs
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Lauren J. Essex **Title:** VP-Marketing Self Care
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Nancy J. Casey **Title:** VP-Public Relations
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Julie G. Martin **Title:** VP-Catalog Operations
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Dale F. Steele **Title:** VP-Catalog Operations
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Edward Calesa **Title:** Chairman
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

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List of Directors

Name: Charlotte Beers **Term:** *MAY 2001*
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Meredith A. Brokaw **Term:** *MAY 2000*
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Gary V. Partin **Term:** *MAY 2002*
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

Name: Richard L. Rubin **Term:** *MAY 2000*
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

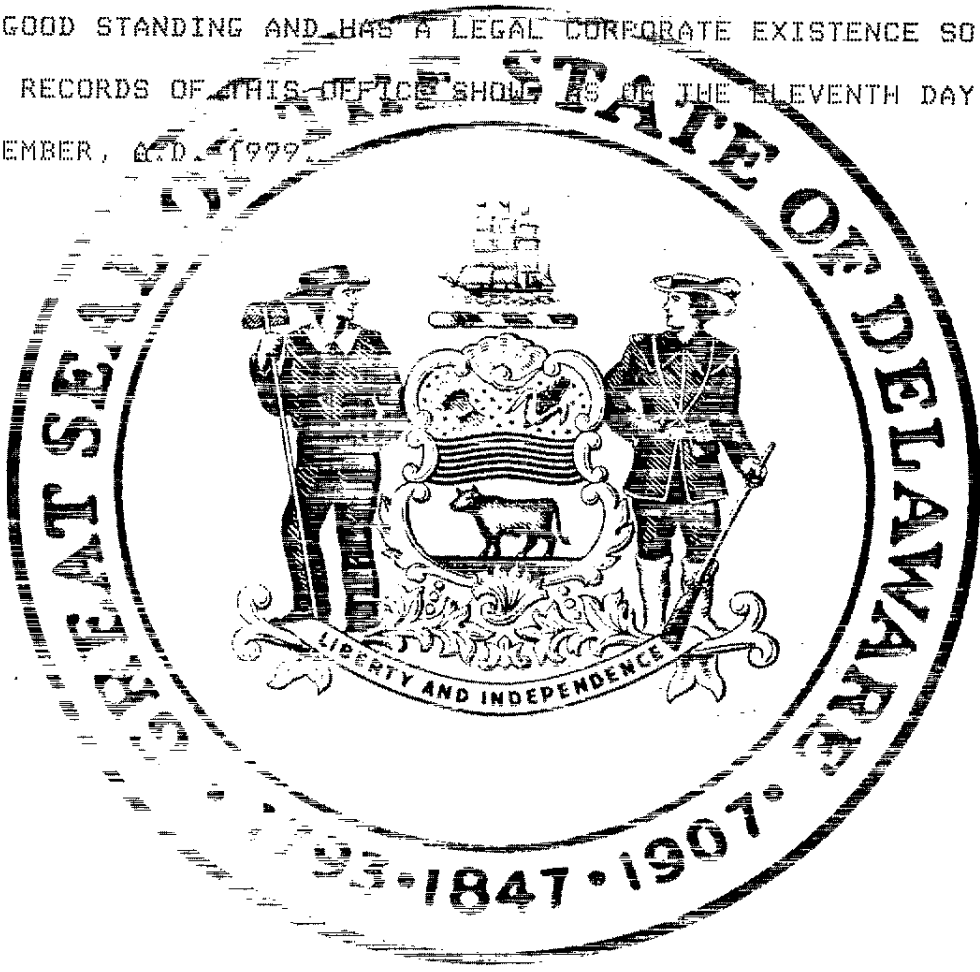
Name: John Simon **Term:** *MAY 2001*
Bus. Addr.: c/o Women First Healthcare 12220 El Camino Real, Ste. 400, San Diego, CA 92130

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY *WOMEN FIRST HEALTHCARE, 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 ELEVENTH DAY OF NOVEMBER, A.D. 1999.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 0076747

DATE: 11-11-99