

M0500000 6243

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

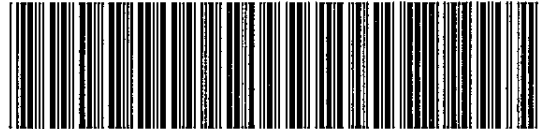
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TALLAHASSEE, FLORIDA

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05 NOV 10 AM 10:50  
DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 684052 7488677  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 125.00

ORDER DATE : November 1, 2005  
ORDER TIME : 9:57 AM  
ORDER NO. : 684052-025  
CUSTOMER NO: 7488677

FILED  
2005 NOV 10 PM 12:16  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FOREIGN FILINGS

NAME: JDS PHARMACEUTICALS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: \_\_\_\_\_

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. JDS PHARMACEUTICALS, LLC  
(Name of Foreign Limited Liability Company)

2. DELAWARE 3. 20-1448251  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 7/19/2004 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease exist or "perpetual")

6. 12/1/2005  
(Date first transacted business in Florida, if prior to registration)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 122 East 42nd Street, 41st Floor  
New York, New York 10168  
(Street Address of Principal Office)

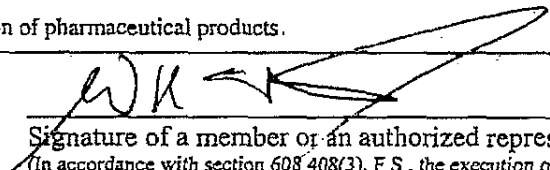
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

(See Attached)

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The development, marketing,  
sales and distribution of pharmaceutical products.

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Whitney K. Stearns, Manager

Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

JDS PHARMACEUTICALS, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

Corporation Service Company

By: 

(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

# JDS Pharmaceuticals, LLC

## MANAGERS

<u>First Name</u>	<u>MI</u>	<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Phillip	M	Satow	CEO	122 East 42nd Street, New York, NY 10168
Michael	S	Satow	COO	Same
Daniel	L	Kreiser	VP - Business Development	Same
Bruce	C	Friedman	VP - Mfg and Supply Chain	Same
Whitney	K.	Stearns	CFO	Same
Douglas	A.	Sattel	VP-Sales and Marketing	Same

# Delaware

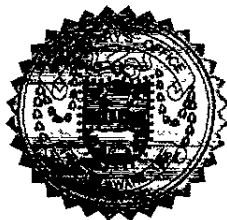
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JDS PHARMACEUTICALS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JDS PHARMACEUTICALS, LLC" WAS FORMED ON THE NINETEENTH DAY OF JULY, A.D. 2004.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4282715

DATE: 11-08-05