

M97000000688

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 14 PM 1:01

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Mundipharma LLC
(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", 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:

800002246318--8
-07/24/97--01033--001
***293.75 ***293.75

Mr. Joseph Drelich, Controller
(Name of Person)

Mundipharma LLC
(Firm/Company)

100 Connecticut Avenue
(Address)

Norwalk, Connecticut 06850-3590
(City/State/Zip)

600002323126--3
-10/17/97--01073--005
***2407.50 ***2407.50

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

Mr. Joseph Drelich at (203) 854-7080
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS: W97-17114

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Penalty Fees - 2000.00
e-TAX AR 407.50
FILING 250.00
R. AGENT FE. 35.00
C. COPY 8.75
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

Name Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KV.

10-14

Richard W. Silbert, Esq.
100 Connecticut Avenue
Norwalk, Connecticut 06850-3590
Telephone (203) 854-7017 Fax (203) 838-1576

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 14 PM 1:01

October 3, 1997

VIA FEDERAL EXPRESS

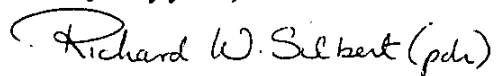
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314
Attn: Ms. Kenny Manning
Corporate Specialist

Re: Mundipharma LLC
Reference Number W97000017114

Dear Ms. Manning:

In accordance with your request, enclosed is the original letter dated July 24, 1997.

Very truly yours,


Richard W. Silbert

Enclosures

RWS/pdr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 14 PM 1:01

Richard W. Silbert, Esq.
100 Connecticut Avenue
Norwalk, Connecticut 06850-3590
Telephone (203) 854-7017 Fax (203) 838-1576

October 13, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314
Attn: Ms. Kenny Manning
Corporate Specialist

Re: Mundipharma LLC
Reference Number W97000017114

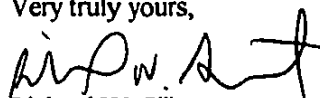
Dear Ms. Manning:

Pursuant to your telephone conversation with my secretary, enclosed are the original documents you requested:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company
3. Certificate of Designation of Registered Agent/Registered Office.

Thank you for your assistance.

Very truly yours,


Richard W. Silbert

Enclosures

RWS/pdr

Richard W. Silbert, Esq.
100 Connecticut Avenue
Norwalk, Connecticut 06850-3590
Telephone (203) 854-7017 Fax (203) 838-1576

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 PM 1:01

September 25, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314
Attn: Ms. Kenny Manning
Corporate Specialist

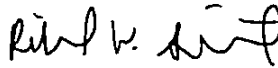
Re: Mundipharma LLC
Reference Number W97000017114

Dear Ms. Manning:

I am counsel to Mundipharma LLC. I enclose a copy of your letter to Mundipharma LLC dated July 24, 1997. I also enclose, pursuant to your request, a check made payable to The Department of State in the amount of \$2,407.50 as well as a certificate of good standing from the Delaware Secretary of State.

Kindly let me know whether the application has been accepted.

Very truly yours,


Richard W. Silbert

Enclosures

RWS/pdr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 14 PM 1:01

July 24, 1997

RECEIVED

JUL 28 1997

JOSEPH DRELICH
MUNDIPHARMA LLC
100 CONNECTICUT AVENUE
NORWALK, CT 06850-3590

SUBJECT: MUNDIPHARMA, LLC
Ref. Number: W97000017114

We have received your document for MUNDIPHARMA, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2407.50.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 497A00037574

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

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

1. Mundipharma LLC
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware 3. 65-0634229
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 27, 1995 5. Perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

⑥ December 27, 1995
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1110 Brickell Avenue, Suite 513
Miami, Florida 33131
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Enrico Varisco</u>	<u>MGR</u>	_____	_____
<u>1110 Brickell Avenue</u>		_____	
<u>Suite 513</u>		_____	
<u>Miami, Florida 33131</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

97 OCT 14 PM 1:01
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Mundipharma LLC
_____ deposits and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 100,000.
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100,000.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 PM 1:01

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Mundipharma LLC

2. The name and address of the registered agent and office is:

Enrico Varisco

(Name)

1110 Brickell Avenue, Suite 513

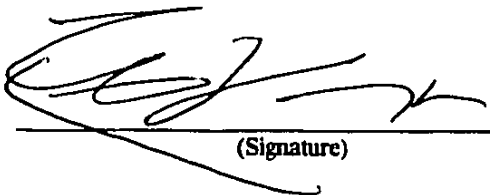
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33131

(City/State/Zip)

97 OCT 14 PM 1:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

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.


(Signature)

6/13/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MUNDIPHARMA 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 TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1997.

97 OCT 14 PM 1:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

2576241 8300

971315746

AUTHENTICATION

8661635

DATE

09-22-97