

# F00000002421

THE LAW FIRM OF  
FRANK • EFFMAN • WEINBERG • BLACK, P.A.

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STEVEN A. WEINBERG

April 17, 2000

VIA FEDERAL EXPRESS  
Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32314

\*Of Counsel

Re: Application By Foreign Corporation For Authorization To Transact Business  
In Florida  
Methapharm, Incorporated

100003213371--1  
-04/18/00--01102--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Madam/Sir:

You will find enclosed the following documents:

1. Transmittal Letter
2. Application By Foreign Corporation, etc.
3. Certificate of Incorporation/Good Standing issued by the State of Delaware
4. Check issued by Frank, Effman, Weinberg, Black, P.A. in the amount of \$87.50 for filing fee

Please contact me with any questions, comments or requests for additional information with regard to this application. Thank you.

Fed Ex #  
1065-9222-5

Sincerely,

  
Cynthia D. Kott  
Legal Assistant to Steven C. Elkin, Esq.

:cdk  
Enclosures

Cynthia Kott GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT #6  
DATE 4/26/00  
DOC. EXAM mft

FILED  
DIVISION OF STATE  
CORPORATIONS  
00 MAY -2 PM 2:08

7805 S.W. 6TH COURT • PLANTATION, FL 33324  
BROWARD (954) 474-8000 • FAX (954) 474-9850

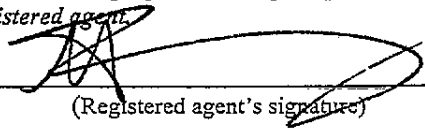
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

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.

1. Methapharm, 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  
(State or country under the law of which it is incorporated)
3. Applied For  
(FEI number, if applicable)
4. March 29, 2000  
(Date of incorporation)
5. Perpetual  
(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. 2825 University Drive, Suite 240 Coral Springs, Fl 33065  
(Current mailing address)
8. Pharmaceutical Distribution  
(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: Gordon Baltzer  
Office Address: 2825 University Drive  
Coral Springs, Florida 33065  
(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.*

  
(Registered agent's signature)

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)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: Luciano Calenti

Address: 34 Ferndale Ave.  
Toronto, Ontario M4T 2B3

Vice President: Lawrence Calenti

Address: 1095 Bathhurst St., Apt. # 3  
Ontario (Toronto) M5R3G8

Secretary: Christopher Calenti

Address: 77 St. Clair Avenue, East, Apt. 1803  
Toronto, Ontario M4T 1M5

Treasurer: Christopher Calenti

Address: See above for Secretary

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

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

14. ANDREW GALL, CHIEF FINANCIAL OFFICER  
(Typed or printed name and capacity of person signing application)

**Addendum**  
**Application By Foreign Corporation For Authorization To Transact Business**  
**In Florida**

**Methapharm, Inc.**

Officer:


Chief Financial Officer: Andrew Gall  
131 Clarence St.  
Brantford, Ontario N3T 2V6

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METHAPHARM, 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 TWENTY-SEVENTH DAY OF APRIL, A.D. 2000.



  
Edward J. Freel, Secretary of State

3203856 8300

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AUTHENTICATION:

DATE: 0406694

04-27-00