

CT CORPORATION SYSTEM

CORPORATION(S) NAME

ICN Medical Alliance, Inc.

FILED  
01 JAN 16 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<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		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

1/16/01  
Melanie

(6)

Order#: 3485915

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

RECEIVED  
01 JAN 16 PM 12:59  
DIVISION OF CORPORATION

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

500003538725  
-01/16/01--01092--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**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. ICN Medical Alliance, 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. California 3. 33-0933982  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/02/2001 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/02/2001  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 901 MAIN STREET, SUITE 6000, DALLAS, TX 75202  
(Principal office address)

same  
(Current mailing address)

See Attachment

8. \_\_\_\_\_  
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (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.*

C T Corporation System

By: Don Hickey  
(Registered agent's signature)  
Don Hickey, Asst. Sec.

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 business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHMENT

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

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

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

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

Director: Bill A. MacDonald

Address: 3300 Hyland Avenue

Costa Mesa, CA 92626

Director: Harry Alan Roosje

Address: 3300 Hyland Avenue

Costa Mesa, CA 92626

B. OFFICERS

President: Bill A. MacDonald

Address: 3300 Hyland Avenue

Costa Mesa, CA 92626

Vice President: Paul Herchman

Address: 3300 Hyland Avenue

Costa Mesa, CA 92626

Secretary: Harry Alan Roosje

Address: 3300 Hyland Avenue Costa Mesa, CA 92626

Treasurer: Philip Loberg

Address: 3300 Hyland Avenue Costa Mesa, CA 92626

SEE ATTACHMENT

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

13. B. MacDonald

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

14. Bill A. MacDonald, President

(Typed or printed name and capacity of person signing application)

Attachment to Florida  
Application By Foreign Corporation for Authorization to Transact Business In Florida

**Purpose Clause**

To institute, enter into, assist, conduct, perform carry on or participate in, every kind of commercial, manufacturing, mercantile, industrial or wholesale or retail drug enterprise, business or work, contract, undertaking, venture or operation, and, without limiting the generality of the preceding, to manufacturing, prepare for market, buy or otherwise acquire, sell or otherwise deal in, deal with, import, export, and transport, at wholesale or at retail or otherwise

**Officers & Directors**

1.	Full Name: Officer/Director: Officer's Title: Director's Title: Business Address: City: State: ZIP Code:	Bill A. MacDonald Officer, Director President and CEO Other Director 3300 Hyland Avenue Costa Mesa CA 92626
2.	Full Name: Officer/Director: Officer's Title: Director's Title: Business Address: City: State: ZIP Code:	Harry Alan Roosje Officer, Director Secretary Other Director 3300 Hyland Avenue Costa Mesa CA 92626
3.	Full Name: Officer/Director: Officer's Title: Business Address: City: State: ZIP Code:	Richard Meier Officer CFO 3300 Hyland Avenue Costa Mesa CA 92626

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4. Full Name:  
Officer/Director:  
Officer's Title:  
Business Address:  
City:  
State:  
ZIP Code:

Philip Loberg  
Officer  
Treasurer  
3300 Hyland Avenue  
Costa Mesa  
CA  
92626

5. Full Name:  
Officer/Director:  
Officer's Title:  
Business Address:  
City:  
State:  
ZIP Code:

Paul Herchman  
Officer  
Vice President  
3300 Hyland Avenue  
Costa Mesa  
CA  
92626

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TALLAHASSEE, FLORIDA

# State of California



## SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED  
01 JAN 16 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **13th day of September, 2000**, **ICN MEDICAL ALLIANCE, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

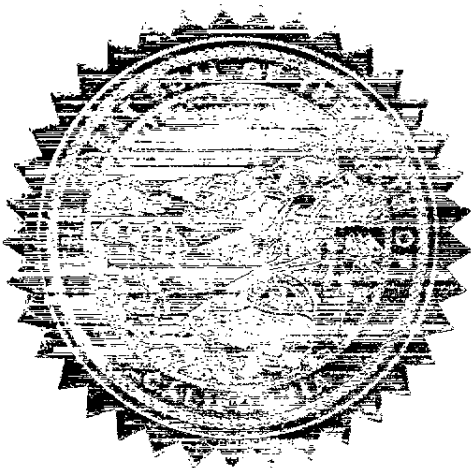
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 8, 2001.



*Bill Jones*  
BILL JONES  
Secretary of State

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