

CT CORPORATION

F02000001252

CORPORATION(S) NAME

Auxilium Pharmaceuticals, Inc.

FILED
MAR 12 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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

3/12/02

Order#: 5167065

BK

kf

Ref#: _____

Amount: \$ _____

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

RECEIVED
MAR 12 AM 11:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Auxilium Pharmaceuticals, 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. 23-3011883

(FEI number, if applicable)

4. July 23, 1999

(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. 160 W. Germantown Pike, Suite D-5

Norristown, PA 19401

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be formed under the laws of Delaware
(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

(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

Margaret E. Routzahn

(Registered agent's signature)

MARGARET E. ROUTZAHN

Special Assistant Secretary

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 list

Address: _____

Vice Chairman: See attached list

Address: _____

Director: See attached list

Address: _____

Director: See attached list

Address: _____

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SECRETARY OF STATE
HALLMARKS

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

President: Geraldine A. Henwood

Address: 160 W. Germantown Pike

Norristown, PA 19401

Vice President: Jane H. Hollingsworth

Address: 160 W. Germantown Pike, Suite D-5

Norristown, PA 19401

Secretary: Jane H. Hollingsworth

Address: 160 W. Germantown Pike, Suite D-5

Norristown, PA 19401

Treasurer: Syung-Yong Choi

Address: 160 W. Germantown Pike, Suite D-5

Norristown, PA 19401

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. Jane H. Hollingsworth, Executive Vice President/Secretary
(Typed or printed name and capacity of person signing application)

**BOARD OF DIRECTORS
AUXILIUM PHARMACEUTICALS, INC.**

Edwin A. Bescherer, Jr.
38 English Drive
Wilton, CT 06897

Robert M. Stote
6210 Pasadena Point Blvd
Gulfport, FL 33707

Winston Churchill
SCP Private Equity Partners
435 Devon Park Drive
Wayne PA 19087

Michael Wall
808 Warren Avenue
Malvern, PA 19355

Christopher D. Earl
Perseus-Soros Management
2099 Pennsylvania Ave., NW
Suit 900
Washington, D.C. 20006

Michael Gamzon
SCP Private Equity Partners
900 Third Ave., 26th floor
New York, NY 10022

Gerri Henwood
3 Jorrocks Lane
Malvern, PA 19355

Jane Hollingsworth
1249 Hazelwood Drive
Fort Washington, PA 19034

Dennis Purcell
Perseus-Soros Management
888 Seventh Avenue, 29th flr.
New York, NY 10106

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

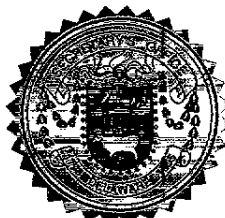
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUXILIUM PHARMACEUTICALS, 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 SEVENTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
02 MAR 12 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3073702 8300

AUTHENTICATION: 1650214

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DATE: 03-07-02