

F02000006294

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

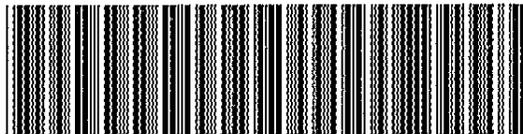
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/18/02--01022--011 **70.00

RECEIVED
02 DEC 18 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 DEC 18 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

CT CORPORATION SYSTEM

December 18, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
02 DEC 18 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5748339 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Kos Life Sciences, Inc. (FL)
Incorporation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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

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

FILED
02 DEC 18 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, 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. KOS LIFE SCIENCES, 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 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/6/02 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist "perpetual")

6. UPON FILING OF APPLICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1001 BRICKELL BAY DRIVE, 25TH FLOOR
MIAMI, FLORIDA 33131
(Current mailing address)

8. ANY AND ALL LAWFUL ACTS OR ACTIVITIES FOR WHICH CORPORATIONS MAY BE ORGANIZED
(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 **PETER F. SOUZA**
(Registered agent's signature) **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)
FD19 - 9/2/99 C T System Online

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: ADRIAN ADAMS

Address: 1001 BRICKELL BAY DRIVE, 25TH FLOOR

MIAMI, FLORIDA 33131

Director: CHRISTOPHER KIRITSY

Address: 1001 BRICKELL BAY DRIVE, 25TH FLOOR

MIAMI, FLORIDA 33131

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

President: MARK MCGOVERN

Address: 1001 BRICKELL BAY DRIVE, 25TH FLOOR

MIAMI, FLORIDA 33131

Vice President: _____

Address: _____

Secretary: JUAN RODRIGUEZ

Address: 1001 BRICKELL BAY DRIVE, 25TH FLOOR

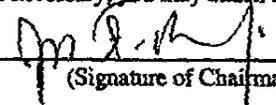
MIAMI, FLORIDA 33131

Treasurer: GENE CEFALI

Address: 1001 BRICKELL BAY DRIVE, 25TH FLOOR

MIAMI, FLORIDA 33131

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. JUAN RODRIGUEZ, SECRETARY
(Typed or printed name and capacity of person signing application)

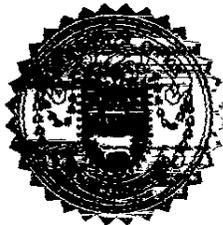
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TALLAHASSEE, FLORIDA

Delaware

The First State

PAGE 02
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KOS LIFE SCIENCES, 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 NINTH DAY OF DECEMBER, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3597977 8300

020751471

AUTHENTICATION: 2132321

DATE: 12-09-02