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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 308396 4800255  
AUTHORIZATION : *Patricia Pizolo*  
COST LIMIT : \$3,520.00

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STATE OF FLORIDA  
TALLAHASSEE

ORDER DATE : November 4, 2003  
ORDER TIME : 2:48 PM  
ORDER NO. : 308396-005  
CUSTOMER NO: 4800255  
CUSTOMER: Ms. Jennifer Quinn-felice  
Chadbourne & Parke LLP  
30 Rockefeller Plaza  
New York, NY 10112

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STATE OF FLORIDA  
TALLAHASSEE

FOREIGN FILINGS

NAME: PURDUE PHARMA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: \_\_\_\_\_

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.

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1. Purdue Pharma Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 06-1307486  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 2, 1990 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 1, 2000  
(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. One Stamford Forum, Stamford, Connecticut 06901  
(Principal office address)

One Stamford Forum, Stamford, Connecticut 06901  
(Current mailing address)

8. Limited partner of limited partnership, which wholesales pharmaceutical preparations  
(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: Corporation Service Company

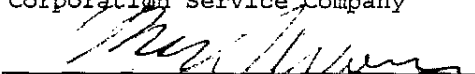
Office Address: 1201 Hays Street

Tallahassee Florida 32301  
(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.*

Corporation Service Company

  
(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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached officers/directors rider

Address: Perpetual

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

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

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

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

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

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

**B. OFFICERS**

President: See attached officers/directors rider

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

Vice President: \_\_\_\_\_

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


Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Stuart D. Baker, Executive Vice President, Counsel to the Board and Secretary  
(Typed or printed name and capacity of person signing application)

PURDUE PHARMA INC.  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA

Officer/Director Rider

A. Directors

Name	Address
Mortimer D. Sackler, M.D.	One Stamford Forum Stamford, Connecticut 06901
Theresa E. Sackler	One Stamford Forum Stamford, Connecticut 06901
Ilene Sackler Lefcourt	One Stamford Forum Stamford, Connecticut 06901
Kathe A. Sackler, M.D.	One Stamford Forum Stamford, Connecticut 06901
Mortimer D.A. Sackler	One Stamford Forum Stamford, Connecticut 06901
Raymond R. Sackler, M.D.	One Stamford Forum Stamford, Connecticut 06901
Beverly Sackler	One Stamford Forum Stamford, Connecticut 06901
Richard S. Sackler, M.D.	One Stamford Forum Stamford, Connecticut 06901
Jonathan D. Sackler	One Stamford Forum Stamford, Connecticut 06901

B. Officers

Name	Title	Address
Michael Friedman	President and Chief Executive Officer	One Stamford Forum Stamford, Connecticut 06901
Howard R. Udell	Executive Vice President, Chief Legal Officer and Assistant Secretary	One Stamford Forum Stamford, Connecticut 06901
Stuart D. Baker	Executive Vice President, Counsel to the Board and Secretary	One Stamford Forum Stamford, Connecticut 06901
Edward B. Mahony	Executive Vice President, Chief Financial Officer and Treasurer	One Stamford Forum Stamford, Connecticut 06901

State of New York } ss:  
Department of State

I hereby certify, that the Certificate of Incorporation of PURDUE PHARMA INC. was filed on 10/02/1990, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 04th day of November  
two thousand and three.*

A handwritten signature in black ink, appearing to read "Kenneth A. Denis".

*Secretary of State*