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DIVISION OF CORPORATIONS

**FOREIGN PROFIT QUALIFICATION**

**Valera Pharmaceuticals, Inc.**

Certificate of Status	0
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**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. VALERA PHARMACEUTICALS, 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. Delaware 3. 13-4119931  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/30/2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8 Clarke Drive, Cranbury, NJ 08512  
(Principal office address)

same as above  
(Current mailing address)

8. Pharmaceutical research, development and sales  
(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 NOT acceptable)**

Name: CT 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.*

CT Corporation System

By: James M. Newsome

(Registered agent's signature)

JAMES M. NEWSOME

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 business addresses of officers and/or directors:

**A. DIRECTORS**Chairman: Please see attached page.

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

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

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

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

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

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

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

**B. OFFICERS**President: Please see attached page.

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. \_\_\_\_\_

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

**Valera Pharmaceuticals, Inc.****Schedule of Directors and Officers****Directors:**

James C. Gale	126 East 56 <sup>th</sup> Street New York, NY 10022
Scott N. Greenberg	9 West 57 <sup>th</sup> Street New York, NY 10019
Hubert Huckel	8 Clarke Drive Cranbury, NJ 08512
Ogden R. Reid	8 Clarke Drive Cranbury, NJ 08512
David S. Tierney	8 Clarke Drive Cranbury, NJ 08512
John Spitznagel	8 Clarke Drive Cranbury, NJ 08512
David Dantzker	825 Third Avenue, 32 <sup>nd</sup> Floor New York, NY 10022
Howard Silverman	8 Clarke Drive Cranbury, NJ 08512

**Officers:**

David S. Tierney	8 Clarke Drive Cranbury, NJ 08512	CEO and President
Petr F. Kuzma	8 Clarke Drive Cranbury, NJ 08512	Vice President, Research and Development
Matthew L. Rue, III	8 Clarke Drive Cranbury, NJ 08512	Vice President, Marketing and Commercial Development
Peter J. Peron	8 Clarke Drive Cranbury, NJ 08512	Vice President, Sales
Al Hansen	8 Clarke Drive Cranbury, NJ 08512	Secretary

# Delaware

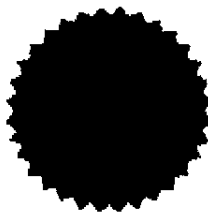
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALERA 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 NINTH DAY OF NOVEMBER, A.D. 2004.

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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3236297 8300

AUTHENTICATION: 3466432

040808687

DATE: 11-09-04