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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

First Horizon Pharmaceutical Corporation

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO ~~TRANSACTION~~ BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS ^{NOT} SUBMITTED TO A 9:38
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. First Horizon Pharmaceutical Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Ino.," "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. 58-2004779
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 07/09/1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

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

7. 6195 Shiloh Road, Alpharetta, GA 30005
(Principal office address)

same
(Current mailing address)

8. Pharmaceutical 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: Mary R. Adams
(Registered agent's signature)

MARY R. ADAMS
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:

FILED**A. DIRECTORS** *SEE ATTACHMENT*Chairman: Dr. John Kapoor

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Address: 6195 Shiloh RoadSECRETARY OF STATE
TALLAHASSEE, FLORIDAAlpharetta, GA 30005

Vice Chairman: _____

Address: _____

Director: Pierre LapalmeAddress: 6195 Shiloh RoadAlpharetta, GA 30005Director: Patrick J. ZennerAddress: 6195 Shiloh RoadAlpharetta, GA 30005**B. OFFICERS** *SEE ATTACHMENT*President: Patrick FourteauAddress: 6195 Shiloh RoadAlpharetta, GA 30005Vice President: Leslie ZacksAddress: 6195 Shiloh RoadAlpharetta, GA 30005Secretary: Darrell BorneAddress: 6195 Shiloh Road Alpharetta, GA 30005Treasurer: Darrell BorneAddress: 6195 Shiloh Road Alpharetta, GA 30005**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. Darrell Borne, Secretary

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

Attachment to Florida

Officers & Directors**FILED**

-
- | | | | |
|----|-------------------|------------------------------------|----------------------|
| 1. | Full Name: | Patrick Fourteau | 2005 MAR 24 A 9:38 |
| | Officer/Director: | Officer, Director | |
| | Officer's Title: | CEO and President | SECRETARY OF STATE |
| | Business Address: | 6195 Shiloh Road | TALLAHASSEE, FLORIDA |
| | City: | Alpharetta | |
| | State: | GA | |
| | ZIP Code: | 30005 | |
| 2. | Full Name: | Darrell Borne | |
| | Officer/Director: | Officer | |
| | Officer's Title: | CFO, Secretary and Treasurer | |
| | Director's Title: | Chairman | |
| | Business Address: | 6195 Shiloh Road | |
| | City: | Alpharetta | |
| | State: | GA | |
| | ZIP Code: | 30005 | |
| 3. | Full Name: | Leslie Zacks | |
| | Officer/Director: | Officer | |
| | Officer's Title: | Vice President and Asst. Secretary | |
| | Director's Title: | Other Director | |
| | Business Address: | 6195 Shiloh Road | |
| | City: | Alpharetta | |
| | State: | GA | |
| | ZIP Code: | 30005 | |
| 4. | Full Name: | Pierre Lapalme | |
| | Officer/Director: | Director | |
| | Officer's Title: | | |
| | Director's Title: | Other Director | |
| | Business Address: | 6195 Shiloh Road | |
| | City: | Alpharetta | |
| | State: | GA | |
| | ZIP Code: | 30005 | |
| 5. | Full Name: | Patrick J. Zenner | |
| | Officer/Director: | Director | |
| | Officer's Title: | | |
| | Director's Title: | Other Director | |
| | Business Address: | 6195 Shiloh Road | |
| | City: | Alpharetta | |
| | State: | GA | |
| | ZIP Code: | 30005 | |
| 6. | Full Name: | Jerry N. Ellis | |
| | Officer/Director: | Director | |
| | Officer's Title: | | |
| | Director's Title: | Other Director | |

Business Address:
City:
State:
ZIP Code:

6195 Shiloh Road
Alpharetta
GA
30005

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

Jon Saxe
Director

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TALLAHASSEE, FLORIDA

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Alpharetta
GA
30005

Delaware

The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

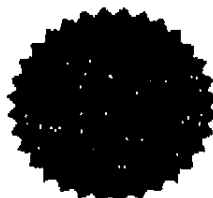
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST HORIZON PHARMACEUTICAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MARCH, A.D. 2005.

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.

2303139 8300

050234875

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3761949

DATE: 03-22-05