

F05000005730

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

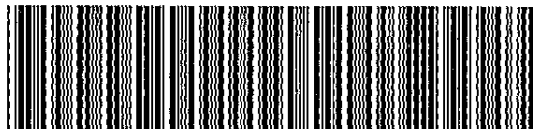
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CLERK OF COURT



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 617142 7500766
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : September 26, 2005
ORDER TIME : 5:25 PM
ORDER NO. : 617142-120
CUSTOMER NO: 7500766

05 OCT -5 PM 12:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ADAMS RESPIRATORY PRODUCTS,
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: Heather Chapman -- EXT# 2908

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.

1. Adams Respiratory Products, 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

(State or country under the law of which it is incorporated)

3. 20-3103471

(FEI number, if applicable)

4. 06/30/05

(Date of incorporation)

5. Perpetual

(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. Colonial Court 425 Main Street, Chester, New Jersey 07930

(Principal office address)

Same

(Current mailing address)

8. Pharmaceutical company.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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

By: Laura R. Dunlap

(Registered agent's signature)

Laura R. Dunlap
as its agent

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:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

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. Walter Riehemann, Executive Vice President, Chief Legal and Compliance Officer
(Typed or printed name and capacity of person signing application) and Secretary

ADAMS RESPIRATORY PRODUCTS, INC.

Headquarters/Mailing Address:

425 Main Street, Colonial Court
Chester, New Jersey 07930
Phone: (908) 879-1400
Fax: (908) 879-1404

DIRECTOR

Michael J. Valentino

CORPORATE OFFICERS:

Name

Title

Michael J. Valentino

Chief Executive Officer and President

Helmut Albrecht

Sr. Vice President, Research and Development

David Becker

Executive Vice President, Chief Financial Officer
and Treasurer

Robert Casale

Executive Vice President, Chief Marketing and
Development Officer

Walter E. Riehemann

Executive Vice President, Chief Legal and
Compliance Officer and Secretary

John D. Thievon

Executive Vice President, Commercial Operations

Susan Witham

Vice President, Regulatory Affairs

Tom Long

Vice President and General Manager,
Manufacturing and Operations

Delaware

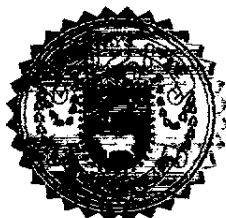
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADAMS RESPIRATORY PRODUCTS, 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 TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADAMS RESPIRATORY PRODUCTS, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3994104 8300

050786622

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4182789

DATE: 09-26-05