

F05000005732

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF REGISTRATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 617142 7500766

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizeto

FILED
05 OCT -5 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 26, 2005

ORDER TIME : 5:26 PM

ORDER NO. : 617142-225

CUSTOMER NO: 7500766

FOREIGN FILINGS

NAME: ADAMS RESPIRATORY OPERATIONS,
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 Operations, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. 20-3103573

(FEI number, if applicable)

4. 06/30/05

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

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

7. 14841 Sovereign Road

(Principal office address)

Fort Worth, Texas 76155

(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:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

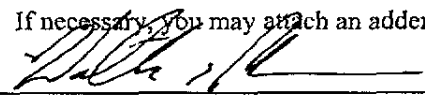
Secretary: _____

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

ADAMS RESPIRATORY OPERATIONS, INC.

Operations:
14841 Sovereign Road
Fort Worth, Texas 76155
Phone: (817) 786-1200
Fax: (817) 879-1150

DIRECTOR

Michael J. Valentino

CORPORATE OFFICERS:

<u>Name</u>	<u>Title</u>
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

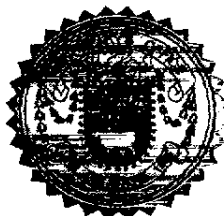
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADAMS RESPIRATORY OPERATIONS, 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 OPERATIONS, 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.



3994096 8300

050786636

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4182816

DATE: 09-26-05