

**F06000003340**

Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**SEPRACOR INC.**

Certificate of Status	0
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Help

*MRB 5/9*

**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. SEPRACOR 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. 22-2536537**

(FEI number, if applicable)

**4. 01/27/1984**

(Date of incorporation)

**5. Perpetual**

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

**6. 01/01/2005**

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

**7. 84 Waterford Drive, Marlborough, MA 01752**

(Principal office address)

same

(Current mailing address)

**8. See Attachment**

(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

(City)

, Florida

33324

(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

*[Signature]*  
(Registered agent's signature)

**SALVINA ARMENTA-GRAY  
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:**

05/08/2006 13:42 8508785926  
05/08/2006 11:56 6174280921

CT CORPORATION SYSTEM  
CT CORP

PAGE 03/07

PAGE 03/07

**A. DIRECTORS SEE ATTACHMENT**

Chairman: Timothy J. Barberich

Address: 84 Waterford Drive

Marlborough, MA 01752

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

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

Director: James G. Andress

Address: 84 Waterford Drive

Marlborough, MA 01752

Director: Digby W. Barrios

Address: 84 Waterford Drive

Marlborough, MA 01752

**B. OFFICERS SEE ATTACHMENT**

President: William J. O'Shea

Address: 84 Waterford Drive

Marlborough, MA 01752

Vice President: Douglas E. Roedich, Ph.D., J.D.

Address: 84 Waterford Drive

Marlborough, MA 01752

Secretary: David P. Southwell

Address: 84 Waterford Drive Marlborough, MA 01752

Treasurer: Robert F. Scumaci

Address: 84 Waterford Drive Marlborough, MA 01752

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. Robert F. Scumaci, Vice President

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

05/08/2006 13:42 8508785926  
05/08/2006 11:56 8174280921

CT CORPORATION SYSTM  
CT CORP

PAGE 04/07  
PAGE 04/07

Attachment

Page 1 of 3

Attachment to Florida

**Purpose Clause**

Sell drug products through sales reps which are available by prescription only to pharmaceutical wholesalers & retail pharmacy chains from outside the state.

**Officers & Directors**

- 
- |    |                   |  |
|----|-------------------|--|
| 1. | Full Name:        | Timothy J Barberich                                |
|    | Officer/Director: | Officer, Director                                  |
|    | Officer's Title:  | Chief Executive Officer                            |
|    | Director's Title: | Chairman   |
|    | Business Address: | 84 Waterford Drive                                 |
|    | City:             | Marlborough  |
|    | State:            | MA   |
|    | ZIP Code:         | 01752  |
| 2. | Full Name:        | William J. O'Shea                                  |
|    | Officer/Director: | Officer  |
|    | Officer's Title:  | President & Chief Operating Officer                |
|    | Business Address: | 84 Waterford Drive                                 |
|    | City:             | Marlborough  |
|    | State:            | MA   |
|    | ZIP Code:         | 01752  |
| 3. | Full Name:        | Mark H.N. Corrigan, MD                             |
|    | Officer/Director: | Officer  |
|    | Officer's Title:  | Executive VP, Research & Development               |
|    | Business Address: | 84 Waterford Drive                                 |
|    | City:             | Marlborough  |
|    | State:            | MA   |
|    | ZIP Code:         | 01752  |
| 4. | Full Name:        | David P. Southwell                                 |
|    | Officer/Director: | Officer  |
|    | Officer's Title:  | Executive VP, Chief Financial Officer & Secretary  |
|    | Business Address: | 84 Waterford Drive                                 |
|    | City:             | Marlborough  |
|    | State:            | MA   |
|    | ZIP Code:         | 01752  |
| 5. | Full Name:        | Robert F. Scumaci                                  |
|    | Officer/Director: | Officer  |
|    | Officer's Title:  | Executive VP, Finance & Administration & Treasurer |
|    | Business Address: | 84 Waterford Drive                                 |
|    | City:             | Marlborough  |
|    | State:            | MA   |
|    | ZIP Code:         | 01752  |

05/08/2006 13:42 8508785926  
05/08/2006 11:56 6174280921

CT CORPORATION SYSTM  
CT CORP

PAGE 05/07

PAGE 05/07

Attachment

Page 2 of 3

6. Full Name: Douglas E. Reedich, Ph.D., J.D.  
Officer/Director: Officer  
Officer's Title: Senior VP, Legal Affairs  
Business Address: 84 Waterford Drive  
City: Marlborough  
State: MA  
ZIP Code: 01752
7. Full Name: Digby W. Barrios  
Officer/Director: Director  
Officer's Title:  
Director's Title: Other Director  
Business Address: 84 Waterford Drive  
City: Marlborough  
State: MA  
ZIP Code: 01752
8. Full Name: Robert J. Cresci  
Officer/Director: Director  
Officer's Title:  
Director's Title: Other Director  
Business Address: 84 Waterford Drive  
City: Marlborough  
State: MA  
ZIP Code: 01752
9. Full Name: Timothy J. Rink  
Officer/Director: Director  
Officer's Title:  
Director's Title: Other Director  
Business Address: 84 Waterford Drive  
City: Marlborough  
State: MA  
ZIP Code: 01752
10. Full Name: James F. Mrazek  
Officer/Director: Director  
Officer's Title:  
Director's Title: Other Director  
Business Address: 84 Waterford Drive  
City: Marlborough  
State: MA  
ZIP Code: 01752
11. Full Name: Alan A. Steigrod  
Officer/Director: Director  
Officer's Title:  
Director's Title: Other Director  
Business Address: 84 Waterford Drive  
City: Marlborough

05/08/2006 13:42 8508785926  
05/08/2006 11:56 6174280921

CT CORPORATION SYSTM  
CT CORP

PAGE 06/07  
PAGE 06/07

Attachment

Page 3 of 3

State:  
ZIP Code:

MA  
01752

05/08/2006 13:42 8508785926  
05/09/2006 11:56 6174280921

CT CORPORATION SYSTM  
CT CORP

PAGE 07/07  
PAGE 07/07

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEPRACOR 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 FIFTH DAY OF MAY, A.D. 2006.

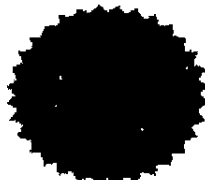
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SEPRACOR INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1984.

FILED  
06 MAY - 8 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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060425281



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4723967

DATE: 05-05-06