

F060000004396

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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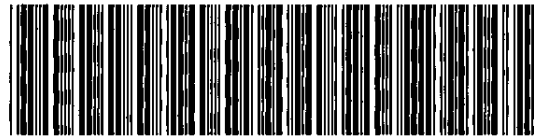
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
06 JUN 26 PM 2:45
REGISTRAR OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2006 JUN 26 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 202681 7500766

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : June 23, 2006

ORDER TIME : 1:37 PM

ORDER NO. : 202681-040

CUSTOMER NO: 7500766

FOREIGN FILINGS

NAME: ADAMS RESPIRATORY OPERATIONS
SUB, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

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 Sub, 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. 41-2206361
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 18, 2006 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. 14841 Sovereign Road Fort Worth, TX 76155
(Principal office address)

4 Mill Ridge Lane Chester, NJ 07930
(Current mailing address)

8. Manufacturer and wholesale distributor of over-the-counter pharmaceutical products
(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, Florida 32301
(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.

Corporation Service Company

By: Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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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A. DIRECTORS

Chairman: See attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

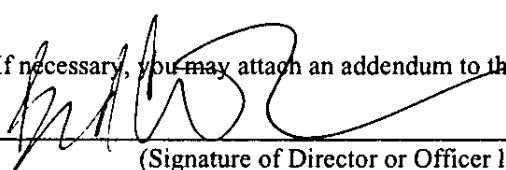
Secretary: _____

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. Brad Cole, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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ADAMS RESPIRATORY OPERATIONS SUB, INC.

Corporate Officers	Title	Address
Michael J. Valentino	President and Chief Executive Officer	4 Mill Ridge Lane Chester, NJ 07930
Helmut Albrecht	Sr. Vice President, Research and Development	4 Mill Ridge Lane Chester, NJ 07930
David Becker	Executive VP, CFO and Treasurer	4 Mill Ridge Lane Chester, NJ 07930
Robert Casale	Executive VP, Chief Marketing and Development Officer	4 Mill Ridge Lane Chester, NJ 07930
Walter E. Riehemann	Executive VP, Chief Legal and Compliance Officer and Secretary	4 Mill Ridge Lane Chester, NJ 07930
John D. Thievon	Executive VP, Commercial Operations	14841 Sovereign Rd. Fort Worth, TX 76155
Susan Witham	Vice President, Regulatory Affairs	4 Mill Ridge Lane Chester, NJ 07930
Rita O'Connor	Vice President, Controller and Assistant Treasurer	4 Mill Ridge Lane Chester, NJ 07930
Brad Cole	Assistant Secretary	4 Mill Ridge Lane Chester, NJ 07930

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Delaware

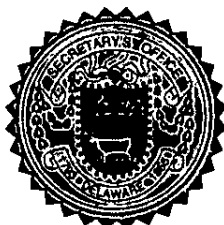
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADAMS RESPIRATORY OPERATIONS SUB, 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-THIRD DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADAMS RESPIRATORY OPERATIONS SUB, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF MAY, A.D. 2006.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4852560

DATE: 06-23-06