

SEP 28 2006 11:49 AM

C S C

10.421 Page 1 of 1

F06000006227

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000239347 3)))



H060002393473ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
 Division of Corporations
 Fax Number : (850)205-0381

From:
 Account Name : CORPORATION SERVICE COMPANY
 Account Number : I20000000195
 Phone : (850)521-1000
 Fax Number : (850)558-1575

FILED
 06 SEP 28 PM 12:07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

SANOFL-AVENTIS U.S. INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

MRD 9/29
9/28/2006

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. sanofi-aventis U.S. 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. 42-1612939

(FEL number, if applicable)

4. December 17, 2003

(Date of incorporation)

5. perpetual

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

6. January 1, 2006

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

7. 300 Somerset Corporate Blvd., Bridgewater, New Jersey 08807

(Principal office address)

same as above

(Current mailing address)

8. any lawful purpose

(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)

FILED
06 SEP 28 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: [Signature]
(Registered agent's signature)

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: Hanspeter Spek

Address: 174 Avenue de France

Paris, France

Vice Chairman: Timothy Rothwell

Address: 300 Somerset Corporate Blvd.

Bridgewater, New Jersey 08807

Director: Gregory Irace

Address: 300 Somerset Corporate Blvd.

Bridgewater, New Jersey 08807

Director: _____

Address: _____

B. OFFICERS

President: Timothy Rothwell

Address: 300 Somerset Corporate Blvd.

Bridgewater, New Jersey 08807

Vice President: Gregory Irace

Address: 300 Somerset Corporate Blvd.

Bridgewater, New Jersey 08807

Secretary: Joseph F. Haggerty

Address: 300 Somerset Corporate Blvd., Bridgewater, New Jersey 08807

Treasurer: Richard Thomson

Address: 300 Somerset Corporate Blvd., Bridgewater, New Jersey 08807

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. Joseph F. Haggerty, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANOFI-AVENTIS U.S. 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 NINTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SANOFI-AVENTIS U.S. INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003.

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.

FILED
06 SEP 28 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3741501 8300

060744758

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4961261

DATE: 08-09-06