

**F07000003164**

Florida Department of State  
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Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Santarus, Inc.**

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**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. Santarus, 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. 33-0734433

(FBI number, if applicable)

4. April 22, 2002

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 10590 West Ocean Air Drive, Suite 200

(Principal office address)

San Diego, CA 92130

(Current mailing address)

8. Sales and Marketing of 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 CompanyOffice Address: 1201 Hays StreetTallahassee

(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, 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

**Joyce L. Markley  
as its agent**By: Joyce L. Markley

(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.

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## 12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**Chairman: David F. HaleAddress: c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130Vice Chairman: N/A

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

Director: Gerald T. ProehlAddress: c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130Director: Daniel D. BurgessAddress: c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130\* See attached addendum for list of additional directors**B. OFFICERS**President: Gerald T. ProehlAddress: c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130Vice President: Debra P. CrawfordAddress: c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130\* See attached addendum for list of additional officersSecretary: Debra P. CrawfordAddress: c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130Treasurer: Debra P. CrawfordAddress: c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130**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. Carey J. Fox, Vice President, General Counsel

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

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**LIST OF ADDITIONAL OFFICERS AND DIRECTORS****List of Directors**

Michael G. Carter, M.B., Ch.B., F.R.C.P. (UK), c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

Michael E. Herman, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

Ted W. Love, M.D., c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

Kent Snyder, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

**List of Officers**

Julie A. DeMeules, Senior Vice President, Human Resources, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

William C. Denby, III, Senior Vice President, Commercial Operations, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

Warren E. Hall, Senior Vice President, Manufacturing and Product Development, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

Michael D. Step, Senior Vice President, Corporate Development, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

E. David Ballard II, M.D., Vice President, Clinical Research and Medical Affairs, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

Maria E. Bedoya-Toro, Vice President, Regulatory Affairs and Quality Assurance, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

Carey J. Fox, Vice President, General Counsel, c/o Santarus, Inc., 10590 West Ocean Air Drive, Suite 200, San Diego, CA 92130

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# Delaware

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANTARUS, 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-FIRST DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SANTARUS, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2002.

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  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5779949

DATE: 06-21-07

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