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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

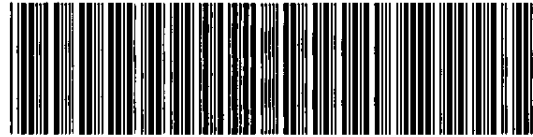
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: WPI Holdings Corp
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John W. Orr
(Name of Person)
WPI Holdings Corp
(Firm/Company)
3580 Oceanside Road
(Address)
Oceanside NY 11572
(City/State and Zipcode)

For further information concerning this matter, please call:

John Orr at (800) 777-1111 X433
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 27, 2010

JOHN W. ORR
3580 OCEANSIDE ROAD
OCEANSIDE, NY 11572

SUBJECT: WPI HOLDINGS CORP
Ref. Number: W10000059356

We have received your document for WPI HOLDINGS CORP and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 010A00029821

**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. WPI Holdings Corp
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

WPI Acquisition Corp; DBA Woodbury Products
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Denmark 3. 06-0376035
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 25 2008 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. 3080 Oceanside Rd Oceanside NY 11572
(Principal office address)

Same As Above
(Current mailing address)

8. DISTRIBUTION OF Incontinence Supplies
(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: WPI-Acquisition Corp

Office Address: 1050 B Technology Ave
North Fort, Florida 34289
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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.

[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:

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FILED

A. DIRECTORS

Chairman: _____ 11 JAN 11 PM 2:53

Address: _____ SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Brian Darling

Address: 3580 Oceanside Rd Oceanside NY 11572

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: John W. Orr

Address: 3580 Oceanside Rd Oceanside NY 11572

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John W. Orr

(Signature of Director or Officer listed in number 12 of the application)

14. John W. Orr Chief Financial Officer

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WPI HOLDINGS CORP." 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 NINETEENTH DAY OF NOVEMBER, A.D. 2010.

11 JAN 11 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8367503

DATE: 11-19-10