

Division of Corporations

F11000000229

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION
Cephalon, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

RECEIVED
11 JAN 19 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2011 JAN 19 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
T. Burch JAN 20 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Cephalon, Inc.

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," or "Certificate of Good Standing" 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:

Susan Fitzpatrick

Name of Person

Cephalon, Inc.

Firm/Company

41 Moores Road

Address

Frazer, PA 19355

City/State and Zip code

szfitzpa@cephalon.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan Fitzpatrick

at (610) 727-6352

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

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. Cephalon, 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. 23-2484489
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 24, 1987 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 41 Monroes Road, Frazer, PA 19335
(Principal office address)

Same as principal office address
(Current mailing address)

8. To engage in any lawful act/activity for which the corporation is organized under Delaware Corp Law
(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: C.T. Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33324
(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.

By: Curt K. Kreisel Curt Kreisel, Asst. Secretary
(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Vacant

Address: _____

Vice Chairman: Not a designated position

Address: _____

Director: J. Kevin Buchi

Address: 41 Moores Road, Frazer, PA 19355

Director: William P. Egan

Address: 41 Moores Road, Frazer, PA 19355

(See attachment #1 for additional Directors)

B. OFFICERS

President: J. Kevin Buchi

Address: c/o Cephalon, Inc., 41 Moores Road, Frazer, PA 19355

Vice President: and Chief Financial Officer: Wilco Groenhuysen

Address: c/o Cephalon, Inc., 41 Moores Road, Frazer, PA 19355

Secretary: Gerald J. Pappen

Address: c/o Cephalon, Inc., 41 Moores Road, Frazer, PA 19355

Treasurer: Wilco Groenhuysen

Address: c/o Cephalon, Inc., 41 Moores Road, Frazer, PA 19355

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

13. _____

Signature of _____

The officer or director signing this document (and who is listed in Part 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, P.S.

14. Wilco Groenhuysen, Executive Vice President, CFO and Treasurer

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

Attachment #1

CEPHALON, INC. - Additional members of the BOARD OF DIRECTORS

Martyn D. Greenacre
41 Moores Road, Frazer, PA 19355
Vaughn M. Kailian
41 Moores Road, Frazer, PA 19355
Kevin E. Moley
41 Moores Road, Frazer, PA 19355
Charles A. Sanders, M.D.
41 Moores Road, Frazer, PA 19355
Gail R. Wilensky, Ph.D.
41 Moores Road, Frazer, PA 19355
Dennis L. Winger
41 Moores Road, Frazer, PA 19355

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CEPHALON, 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 NOVEMBER, A.D. 2010.

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

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

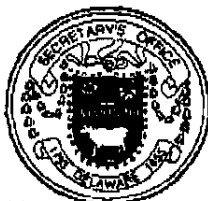
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DELAWARE SECRETARY OF STATE

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8340675

DATE: 11-09-10

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