

File 00002367

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

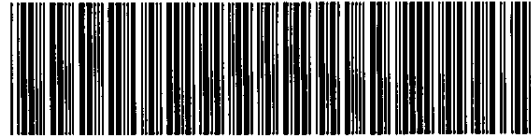
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/06/11--01018--004 **70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JUN -6 AM 11:00

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J. Shivers JUN 07 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Horizon Pharma USA, 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:

Mike Adatto
Name of Person

Horizon Pharma USA, Inc.
Firm/Company

1033 Skokie Boulevard, Suite 355
Address

Northbrook, IL 60062
City/State and Zip code

madatto@horizonpharma.com
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Lorrie Bennett at (224) 383-3027
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. Horizon Pharma USA, 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. 56-2523161
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/22/05 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. 1033 Skokie Blvd., Suite 255, Northbrook, IL 60062
(Principal office address)

same as above
(Current mailing address)

8. Prescription Drug Manufacturer
(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: CT Corporation

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.


James M. Halpin
Assistant 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.

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

A. DIRECTORS

See Attachment for list of officers & directors.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 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, F.S.

14. Timothy P. Walbert, Chairman, President & Chief Executive Officer

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Horizon Pharma USA, Inc.
Officer / Director Information

Timothy P. Walbert
Chairman, President and Chief Executive Officer
1033 Skokie Blvd., Suite 355
Northbrook, IL 60062

Jeffrey W. Sherman M.D., FACP
Executive Vice President, Chief Financial Officer
1033 Skokie Blvd., Suite 355
Northbrook, IL 60062

Robert J. De Vaere
Executive Vice President, Development, Regulatory Affairs and Chief Medical Officer
1033 Skokie Blvd., Suite 355
Northbrook, IL 60062

Atlas Venture Fund VI, L.P. – J.F. Fomela
890 Winter Street
Waltham, MA 02451
FEIN 04-3547778

Essex Woodlands Health Ventures Fund VII, L.P. – Jeff Himawan
335 Bryant Street, 3rd Floor
Palo Alto, CA 94404
FEIN 20-4618261

Scale Venture Management II, LLC – Lou Bock
950 Tower Lane, Suite 700
Foster City, CA 94404
FEIN 20-1965001

NGN Biomed Opportunity I, L.P. – Peter Johann
369 Lexington Avenue, 17th Floor
New York, NY 10017
FEIN 20-1073993

Sutter Hill Ventures, a California Limited Partnership – Jeffrey W. Bird
755 Page Mill Road, Suite A-200
Palo Alto, CA 94304
FEIN 77-0287059

TVM Life Science Ventures VI, L.P. – Hubert Birner
101 Arch Street, Suite 1950
Boston, MA 02110
FEIN 98-0447264

The Global Life Science Ventures Fund II Limited Partnership
13-15 Victoria Road
St. Peter Port, Guernsey GY1 3ZD
Tax Exempt

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TALLAHASSEE, FLORIDA
JUN 11 2011 11:00 AM

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HORIZON PHARMA USA, 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-EIGHTH DAY OF FEBRUARY, A.D. 2011.

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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: 8587793

DATE: 02-28-11