

# F13000004196

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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Fax Number : (850) 617-6381

8903813

From: Account Name : C T CORPORATION SYSTEM  
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FOREIGN PROFIT/NONPROFIT CORPORATION  
ACTAVIS FINANCE S.A.R.L. CO.

Certificate of Status	0
Certified Copy	0
Page Count	88
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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9/30/13

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Actavis Finance S.A r.l. Co.

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:

AnaMaria Gomez

Name of Person

~~TMF-USA Inc~~

Firm/Company

1221 Brickell Avenue

Address

Miami, Florida, 33131

City/State and Zip code

AnaMaria.Gomez@TMF-Group.com

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

For further information concerning this matter, please call:

AnaMaria Gomez

at ( 305 ) 377-1200

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

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September 25, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SUBJECT: ACTAVIS FINANCE S.A R.L.CO.  
REF: W13000053301

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E13000212785  
Letter Number: 113A00022520

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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. Actavis Finance S.à r.l.Co.**

(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. Luxembourg**

(State or country under the law of which it is incorporated)

**3.**

(FEI number, if applicable)

**4. September 13, 2013**

(Date of incorporation)

**5.**

**Perpetual**

(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. 1221 Brickell Avenue, Suite 1200, Miami, FL 33131**

(Principal office address)

**1221 Brickell Avenue, Suite 1200, Miami, FL 33131**

(Current mailing address)

**8. Holding Company**

(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:

**TMF USA, Inc.**

Office Address:

**1221 Brickell Avenue, Suite 1200**

**Miami**

(City)

Florida

**33131**

(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.*

**Ana Maria Gomez / TMF USA**

By:

(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

Director: David A BuchenAddress: Morris Corporate Center III, 400 Interpace Parkway, Parsippany, NJ 07054Director: R Todd JoyceAddress: Morris Corporate Center III, 400 Interpace Parkway, Parsippany, NJ 07054Director: Patrick van DenzenAddress: 46A, Avenue J.F. Kennedy, L-1855 LuxembourgDirector: Fabrice RotaAddress: 46A, Avenue J.F. Kennedy, L-1855 Luxembourg

## B. OFFICERS

President: None

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

Vice President: None

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

Secretary: None

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

Treasurer: None

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

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

13. R Todd Joyce

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. R TODD JOYCE

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

**ADDENDUM**

Line 12. Names and business addresses of directors:

Director: Stephen M. Kauhold

Morris Corporate Center III, 400 Interpace Parkway, Parsippany, NJ 07054

Director: Dennis Day

1221 Brickell Avenue, Suite 1200, Miami, FL 33131

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M<sup>E</sup> HENRI HELLINCKX, NOTARY IN LUXEMBOURG

## CERTIFICATE OF INCORPORATION

ACTAVIS FINANCE S.à r.l.

Me Henri Hellinckx  
Notary public  
101, Rue Cents  
L-1319 Luxembourg  
Phone +352 / 245262 - 1  
Fax +352 / 245262-24

I, Henri Hellinckx,  
Notary residing in Luxembourg,  
duly appointed in the Grand Duchy of Luxembourg,  
hereby attest and certify what follows:

1. **Incorporation:** The Luxembourg company denominated ACTAVIS FINANCE S.à r.l. (hereafter the "Company"), with registered office at 48A, Avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg, has been duly incorporated pursuant to a deed drawn up by myself and enacted on September 13rd, 2013.
2. **Legal status:** In form and contents the Company and its Articles of Incorporation comply with legal provisions in force in Luxembourg, and has a due legal status. Following the current Luxembourg law provisions and rules, the said Company acquired immediately its legal personality at the above-mentioned date of the notarised incorporation deed, as a corporate body being a legal entity distinct from its shareholders, even before all registration and publication formalities, in accordance with the contractual concept governing the Luxembourg Companies Law dated 10 August 1915, as amended.
3. **Share capital:** The share capital of the Company is set at one hundred thousand United States Dollars (USD 100,000.-), represented by twenty-five thousand (25,000) shares in registered form, having a par value of four United States Dollars (USD 4.-) each, all subscribed and fully paid-up.
4. **Purpose, Objects :** ACTAVIS FINANCE S.à r.l. has the full and entire legal capacity to manage its business and to take all actions of disposal and administration which are in line with its object, such purpose reading as follows:  
The purpose of the Company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase and exchange or in any other manner any stock, shares

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and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

The Company may borrow in any form, except by way of public offer. It may issue, by way of private placement only, notes, bonds and any kind of debt and equity securities. The Company may lend funds including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. The Company may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over all or some of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated activities of the financial sector without having obtained the required authorisation.

The Company may use any techniques and instruments to efficiently manage its investments and to protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

The Company may carry out any commercial, financial or industrial operations and any transactions with respect to real estate or movable property which, directly or indirectly, favour or relate to its corporate object..

5. **Management:** The Company's board of managers is currently composed of the following people:

1. The following persons are appointed as class A managers of the Company for an indefinite period of time:

- Mr David A. BUCHEN, Chief Legal Officer - Global, born on June 20, 1964 in New Jersey, United States of America, with professional address at Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey 07054, United States of America; and

- Mr R. Theodore JOYCE JR, Chief Financial Officer - Global, born on January 4, 1958 in North Carolina, United States of America, with professional address at Morris Corporate Center III, 400 Interpace Parkway, Parsippany, New Jersey 07054, United States of America.

2. The following persons are appointed as class B managers of the Company for an indefinite period of time:

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- Mr Patrick L.C. VAN DENZEN, Deputy Managing Director at TMF Luxembourg S.A., born on February 28, 1971 in Geleen, the Netherlands, with professional address at 48A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, and

- Mr Fabrice ROTA, Director Client Services at TMF Luxembourg S.A., born on February 19, 1975, in Mont-Saint-Martin, France, with professional address at 48A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

**Signatures:** The Company is bound towards third parties (I) for the day-to-day management up to an amount of ten thousand United States Dollars (USD 10,000) (or its foreign currency equivalent) by the sole signature of one (1) Class B Manager, and (II) in all other matters by the joint signature of one (1) Class A Manager and one (1) Class B Manager.

Luxembourg, on the 10th day of September 2013

Me Henri Hellinckx  
Duly appointed Notary



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