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DIVISION OF CORPORATION

C T CORPORATION SYSTEM
 Requestor's Name
 1311 Executive Center Drive, Ste. 200
 Address
 Tallahassee, FL 32301 (904) 656-0290
 City State Zip Phone

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CORPORATION(S) NAME

Tap Pharmaceuticals Inc

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 DIVISION OF CORPORATION
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger <i>YL</i> |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of H.A. |
| <input type="checkbox"/> Restatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Acknowledgment
W.P. Verifier

3/23/95
 3:00

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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. TAP Pharmaceutical Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. March 20, 1995 4. Perpetual
(Date of Incorporation) (Duration)

5. FEIN not received as of date of filing
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2355 Waukegan Road, Deerfield, Illinois 60015
(Current mailing address)

8. Distribution and sale of human pharmaceutical products.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Yasu Hasegawa

Address: 2355 Waukegan Road

Deerfield, IL 60015

Director: _____

Address: _____

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
TAP Pharmaceuticals Inc.**

1. Yasu Hasegawa, President
2355 Waukegan Road
Deerfield, Illinois 60015
2. Maureen M. McShane, Secretary
2355 Waukegan Road
Deerfield, Illinois 60015
3. John F. Lussen, Vice-President
2355 Waukegan Road
Deerfield, Illinois 60015
4. Honey Lynn Goldberg, Assistant Secretary
2355 Waukegan Road
Deerfield, Illinois 60015
5. Isao Takeda, Assistant Secretary
2355 Waukegan Road
Deerfield, Illinois 60015

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D. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

Registered agent's signature: _____

C T Corporation System

(Officer)

Adrienne M. Jacklin, Assistant Secretary

(Typed Name and Title of Officer)

12. 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.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. John F. Lussen, Vice President

(Name and capacity of person signing application)

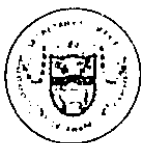
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAP PHARMACEUTICALS 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 TWENTIETH DAY OF MARCH, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

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03-20-95