

F95000003355

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: R.P. Schorer Corporation, a Delaware corporation
(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:

Georgette Borrego Dulworth
(Name of Person)

Clark, Klein & Beaumont, P.L.C.
(Firm/Company)

1600 First Federal Building
(Address)

Detroit, Michigan 48226
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Georgette Borrego Dulworth at (313) 965 - 8595
(Name of Person) Area Code & Daytime Telephone Number

100001537281
-07/13/95--01083--007
*****70.00 *****70.00

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

95 JUL 13 PM 12:10
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
JUL 12 PM 2:03
TALLAHASSEE, FL

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. R.P. Scherer Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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 3. 13-3523163
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 25, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing and approval of this Certificate
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 2075 West Big Beaver, Suite 700
Troy, Michigan 48084
(Current mailing address)

8. See attached list of Purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Sharon L. Sullivan
(Registered agent's signature) *ASST. V.P.*

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

A. Erdeljan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Aleksandar Erdeljan, President
(Typed or printed name and capacity of person signing application)

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

1. To manufacture, purchase, sell, deal in and conduct studies, research and development pertaining to, soft elastic gelatin tubes, capsules, enclosures and containers and any and all ingredients therein contained.

2. To manufacture, purchase, sell, deal in and conduct studies, research and development pertaining to, any and all types of containers consisting of any material or product susceptible to enclosure formation through the medium of any device or machine capable of forming a solid enclosure around solids, gases, solutions, or liquids.

3. To encapsulate solids, gases, solutions, liquids, medicines, foods, drugs, pharmaceutical products and any other products or materials related or unrelated thereto.

4. To purchase or otherwise acquire, import or export, manufacture, sell, deal in, compound, process, synthesize, and conduct studies, research and development pertaining to, accessory food factors, concentrated food products, biological endocrines, hormones, amino acids, chemicals of all kinds, vitamins, drugs and pharmaceutical products, ointments, medicinal preparations and patent and other medicines, toilet articles, veterinary remedies, cosmetics, perfumeries, and any and all materials or products related or common to the pharmaceutical or food industries, and to invent and develop methods of producing the same.

5. To design, manufacture, purchase, sell, deal in, and conduct studies, research and development pertaining to, mechanical devices, machines, machinery and parts, and to rent, license, service and repair the same.

6. To develop, discover, deal in, sell, license and exploit any and all inventions, devices, processes, discoveries, formulae, letters patent or applications therefor, copyrights, trademarks, trade names, trade symbols, labels and designs and other indications of origin or ownership and all other rights, interests, or privileges in any manner incidental thereto.

7. To purchase, or otherwise acquire, letters patent, concessions, licenses, inventions, rights and privileges subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interests in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world; and to sell, lease, or grant any patent rights, concessions, licenses,

inventions, rights or privileges belonging to the Corporation or which it may acquire or any interest in the same, to register any patent or patents for any invention or inventions or obtain exclusive or other privileges in respect of the same in any part of the world and to apply for, exercise, use or otherwise deal with or turn to account, any patent rights, concessions, or any other rights or privileges, either in the United States or in any other part of the world.

8. To manufacture, produce and trade and deal in all machinery, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.

9. To carry on and conduct studies and research, both chemical and mechanical, in the discovery and development of new products.

10. To take, buy, sell, exchange, deal in, lease, hold, and improve real estate, wherever situated, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, exchange, lease, hire or otherwise, lands, tenements and hereditaments, and any interest or right therein, wherever situated, and to improve the same and generally to hold, manage, operate, deal with, equip, and improve the property of the Corporation and to sell, exchange, lease, mortgage, pledge or otherwise dispose of or encumber the lands, hereditaments and other property of the Corporation, wherever situated and to purchase, acquire, own, hold, deal in and sell all property, real, personal and mixed (at retail or wholesale), necessary and useful for the carrying on of any of the business activities of the Corporation.

11. To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of every kind of any entity or entities and to pay therefor, in whole or in part, with cash or other property or with securities of the Corporation or otherwise, and to assume all or any part of the liabilities of any such entity or entities; to hold, maintain and operate, or to dispose of, the whole or any part of the business, good will, rights, property and assets so acquired; and to carry on the whole or any part of any business so acquired, and to exercise all powers advantageous or necessary to the successful conduct of said business.

12. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, trade acceptances, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property or for any purpose in or about the business of the Corporation and if deemed proper, to

secure the payment of any such obligations by mortgage; pledge, deed of trust, or otherwise.

13. To acquire, own, hold, buy, sell, pledge and dispose of shares of the capital stock and the bonds or other securities of such corporations as the purposes of the Corporation in the convenient transaction of its business may require; and in respect to such shares of capital stock, of exercising all the rights, powers and privileges which a holder being a natural person might have or exercise.

14. To carry out all or any part of the foregoing objects and purposes in any part of the world as principal, agent, contractor, partner or otherwise, either alone or in conjunction with any entity or entities, and either directly or indirectly through one or more subsidiary or controlled entities organized or utilized for the purpose; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts, to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the laws of the State of Delaware.

15. In general, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and the Florida Business Corporation Act, and to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or the Florida Business Corporation Act or by any other law of Delaware or Florida or by the Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

FILED
SECRETARY OF STATE
CORPORATIONS
05 JUL 19 PM 12:10

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

**Directors of
R.P. SCHERER CORPORATION**

1. John P. Cashman
2075 West Big Beaver Road
Troy, Michigan 48084
2. Aleksandar Erdeljan
2075 West Big Beaver Road
Troy, Michigan 48084
3. Frederick Frank
2075 West Big Beaver Road
Troy, Michigan 48084
4. Lori G. Koffman
2075 West Big Beaver Road
Troy, Michigan 48084
5. John E. Avery
2075 West Big Beaver Road
Troy, Michigan 48084
6. Louis Lasagna, M D.
2075 West Big Beaver Road
Troy, Michigan 48084
7. Robert H. Rock, D.B.A.
2075 West Big Beaver Road
Troy, Michigan 48084
8. James A. Stern
2075 West Big Beaver Road
Troy, Michigan 48084

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

**Officers of
R.P. SCHERER CORPORATION**

1. John P. Cashman
Chairman of the Board and Co-Chief Executive Officer
2075 West Big Beaver Road
Troy, Michigan 48084
2. Aleksandar Erdeljan
President and Co-Chief Executive Officer
2075 West Big Beaver Road
Troy, Michigan 48084
3. Nicole S. Williams
Executive Vice President, Finance and Chief Financial Officer,
Treasurer and Secretary
2075 West Big Beaver Road
Troy, Michigan 48084
4. Thomas J. Stuart
Vice President and Controller
2075 West Big Beaver Road
Troy, Michigan 48084
5. Dennis R. McGregor
Assistant Treasurer and Director of Tax
2075 West Big Beaver Road
Troy, Michigan 48084
6. Lori G. Koffman
Assistant Secretary
2075 West Big Beaver Road
Troy, Michigan 48084

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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 "R.P. SCHERER CORPORATION" 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 SEVENTEENTH DAY OF MAY, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION
95 JUN 13 PM 12:10




Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 7508287

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05-17-95