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CT CORPORATION SYSTEM

2000000000
Phone: 800-225-2334
Tel: 904-492-2334
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July 29, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900001552989
-08/04/95--01006--001
*****70.00 *****70.00

Re: Astra USA, Inc.
Order #: 343065

Gentlemen:

As requested by counsel, we enclose for filing qualification documents on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-225-2034.

Very truly yours,



Christine M. Eastwine
Customer Specialist

/cme

Enclosure

SECRET
DIVISION OF CORPORATIONS
95 AUG -3 21:13:20
4/8/95

**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. Astra USA, 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. New York
(State or country under the law of which it is incorporated)

3. September 23, 1947
(Date of Incorporation)

4. Perpetual
(Duration)

5. 042075445
(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. 50 Otis Street, Westborough, Massachusetts 01581
(Current mailing address)

To engage in the research, development, production and sale of
8. 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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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

EDWARD GWI (Officer)

Assistant Vice President

(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. Charles E. Yon, Assistant Secretary

(Name and capacity of person signing application)

ATTACHMENT 1

LIST OF OFFICERS AND DIRECTORS

CORPORATE OFFICERS

Lars Bildman - President and CEO - Astra USA, Inc., 50 Otis St., Westboro, MA 01581

Neal Tully - Secretary - Mastorman, Culbert & Tully, One Lewis Wharf, Boston, MA 02110

Richard Noyes - Treasurer - Astra USA, Inc., 50 Otis St., Westboro, MA 01581

Charles Yon - Assistant Secretary - (same address as above)

BOARD OF DIRECTORS

Dr. Hakan Mogren - AB Astra, S-151 Sodertalje, Sweden

Dr. Claes Wilhelmsson - (same address as above)

Dr. Louis Jeffreys - 19 Old Oak Drive, Warwick, RI 02886

Dr. Louis Lasagna - Tufts University, Sackler School of Graduate, Biomedical Sciences, 136 Harrison Ave., Boston, MA 02111

Dr. Raymond Gosselin - 80 Shore Rd., P.O. Box 911, Port Washington, NY 11050

Lars Bildman - (same address as above)

Charles Cooney - MIT Dept. of Chemical Engineering, Rm 66-472, Cambridge, MA 02139

Ake Stavling - AB Astra, S-151 Sodertalje, Sweden

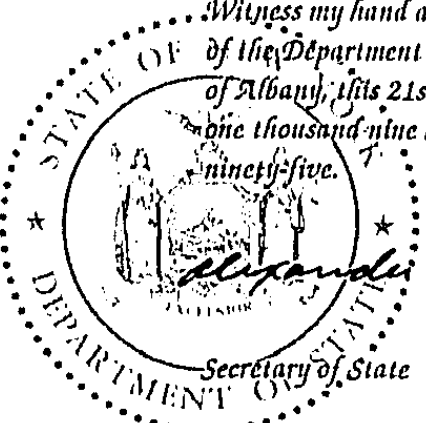
Neal Tully - (same address as above)

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of ASTRA USA, INC. was filed on 09/23/1947, under the name of ASTRA PHARMACEUTICAL PRODUCTS, INC., fixing the duration as perpetual, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment ASTRA PHARMACEUTICAL PRODUCTS, INC., changing name to ASTRA USA, INC., was filed 12/03/1992.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of July
one thousand nine hundred and
ninety-five.



Alexander F. Trenchwell
Secretary of State

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