

Document Number Only

**F96000003513**

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

**CORPORATION(S) NAME**

pv62 W96-11175  
40000188304-1  
--05/24/96--01087--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 11 11:06 PM

Serono Laboratories, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)  
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5/24/96

CR2E031 (1-89)

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 24, 1996

CT SYSTEM

**SUBJECT: SERONO LABORATORIES, INC.**  
**Ref. Number: W96000011175**

We have received your document for SERONO LABORATORIES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

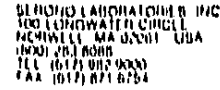
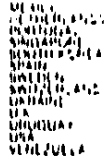
Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SERONO LABORATORIES, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates June 1, 1982, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$15241.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson



My commission expires: 3-25-99

g:gebhard\certif2

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DIVISION OF CORPORATIONS  
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## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Serono Laboratories, Inc.  
(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  
(State or country under the law of which it is incorporated)
3. 06-1040874  
(FEI number, if applicable)
4. April 27, 1981  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 100 Longwater Circle, Norwell, Massachusetts 02061  
(Current mailing address)
8. The research, development and marketing of ethical pharmaceutical products.  
(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: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Patricia A. Canario

(Registered agent's signature) (Officer)

**PATRICIA A. CANARIO,**  
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: see attached list of directors

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

Director: see attached list of directors

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.                     H. S.                     sp  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William Samra, President  
(Typed or printed name and capacity of person signing application)

**SERONO LABORATORIES, INC.****FID No. 96-1040874****Officers**

<u>Name</u>	<u>Office</u>	<u>Residence Address</u>	<u>Business Address</u>
Hisham Samra	President	14 Jefferson Road Brookline, MA 02146	100 Longwater Circle Norwell, MA 02061
J. David Boyle	Treasurer	79 Lawson Terrace Scituate, MA 02066	100 Longwater Circle Norwell, MA 02061
Cathy Gebhard	Secretary	4 Barberry Road Lexington, MA 02173	100 Longwater Circle Norwell, MA 02061

**Board of Directors**

<u>Name</u>	<u>Residence Address</u>	<u>Business Address</u>
Fabio Bertarelli	Ch. de Condamine 1267 Coinsins Switzerland	Ares Services S.A. 15 bis, Chemin des Mines 1202 Geneva Switzerland
Ernesto Bertarelli	Ch. de Condamine 1267 Coinsins Switzerland	Ares Services S.A. 15 bis, Chemin des Mines 1202 Geneva Switzerland
Dona Bertarelli	Ch. de Condamine 1267 Coinsins Switzerland	Ares Services S.A. 15 bis, Chemin des Mines 1202 Geneva Switzerland
Hans Thierstein	17 Chemin De La Plamatte 1288 Geneva Switzerland	Ares Services S.A. 15 bis, Chemin des Mines 1202 Geneva Switzerland
Hisham Samra	14 Jefferson Road Brookline, MA 02146	100 Longwater Circle Norwell, MA 02061

State of Delaware  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SERONO LABORATORIES, 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-SECOND DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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