

# F980000003755



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 862617 4391033

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : JULY 1, 1998

ORDER TIME : 5:30 PM

ORDER NO. : 862617-005

CUSTOMER NO: 4391033

CUSTOMER: Ms. Tina M. Kilgore  
Cardinal Health, Inc.  
5555 Glendon Court

Dublin, OH 43016

700002577247--9

FOREIGN FILINGS

NAME: CARDINAL MISSISSIPPI, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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DIVISION OF CORPORATIONS  
98 JUL -1 AM 11:06

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98 JUL -1 AM 10:04  
DIVISION OF CORPORATION

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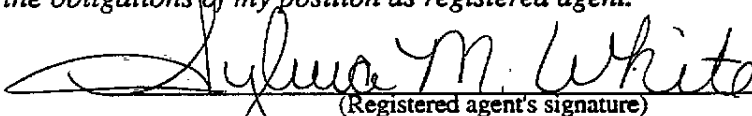
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*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. Cardinal Mississippi, 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. Mississippi  
(State or country under the law of which it is incorporated)
3. 311360224  
(FEI number, if applicable)
4. October 1, 1992  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON FILING  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5555 Glendon Court  
Dublin, OH 43016  
(Current mailing address)
8. Wholesale distribution of pharmaceutical and health care 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: (P.O. Box or Mail Drop Box NOT acceptable)**  
  
Name: Corporation Service Company  
  
Office Address: 1201 Hays Street  
  
Tallahassee, Florida, 32301  
(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.*

  
(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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: See attached officers/directors rider

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

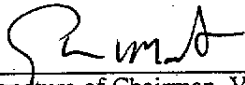
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

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

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

13.

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

14.

Glenn L. Martin, Vice President-Taxes

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

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**CARDINAL MISSISSIPPI, INC.**

**OFFICERS AND DIRECTORS RIDER**

| <u>NAME</u>            | <u>TITLE</u>   | <u>ADDRESS</u>                           |
|------------------------|--|--|
| Robert D. Walter       | Chairman   | 5555 Glendon Court<br>Dublin, Ohio 43016 |
| John C. Kane           | Vice Chairman and Sole Director                                  | Same as above                            |
| James F. Millar        | President and Chief Operating Officer                            | Same as above                            |
| David Bearman          | Executive Vice President-Finance                                 | Same as above                            |
| George H. Bennett, Jr. | Executive Vice President, General<br>Counsel, and Secretary      | Same as above                            |
| Phillip A. Greth       | Executive Vice President -<br>Management Information Systems     | Same as above                            |
| Gordon A. Troup        | Executive Vice President - Eastern<br>Group - Distribution       | Same as above                            |
| Mark W. Parrish        | Executive Vice President - Sales and<br>Marketing - Distribution | Same as above                            |
| Ramon M. Perez         | Executive Vice President - Purchasing<br>- Distribution          | Same as above                            |
| Connie R. Woodburn     | Executive Vice President - Corporate<br>Sales                    | Same as above                            |
| Gerald W. Medlin       | Senior Vice President - Corporate<br>Sales                       | Same as above                            |
| Carole W. Tomko        | Senior Vice President - Human<br>Resources                       | Same as above                            |
| Michael Proulx         | Vice President - Operations                                      | Same as above                            |
| Richard J. Miller      | Vice President - Controller and<br>Assistant Secretary           | Same as above                            |
| Stephanie A. Wagoner   | Vice President and Treasurer                                     | Same as above                            |
| Glenn L. Martin        | Vice President - Taxes   | Same as above                            |
| Mark Rosenbaum         | Regional Vice President  | Same as above                            |

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# State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State  
Jackson, Mississippi

## CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on October 01, 1992 the state of Mississippi issued a Charter/Certificate of Authority to:

"CARDINAL MISSISSIPPI, INC."

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

Given under my hand  
and seal of office  
June 15, 1998

*Eric Clark*

ERIC CLARK,  
Secretary of State



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