

F-980000004576

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TRIUMPH PHARMACEUTICALS INC.
(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:

000002613090--6
-08/11/98-01062--001
*****70.00 *****70.00

John M. Darcy
(Name of Person)
Triumph Pharmaceuticals Inc.
(Firm/Company)
5845 S. Clayton Ct.
(Address)
Greenwood Village, CO 80121
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

John M. Darcy at (303) 721-8689
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**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. Triumph Pharmaceuticals 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. Colorado 3. 84-1360869
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5845 S. Clayton Ct.
Greenwood Village, CO 80121
(Current mailing address)

8. selling dental products
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JOHN M. DARCY John M. Darcy

Office Address: 4933 N. Tamiami Trail, Suite 201
Naples, Florida, 34103
(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: Marvin Cohen

Address: 14 High Acres

St. Louis, MO 63132

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: John M. Darcy

Address: 5845 S. Clayton Ct.

Greenwood Village, CO 80121

Vice President: Susanne Southworth

Address: 406 Courtside Drive

Naples, FL 34105

Secretary:

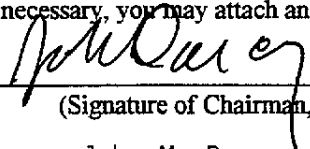
Address:

Treasurer:

Address:

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TALLAHASSEE FLORIDA

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. John M. Darcy, president

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



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, _____

TRIUMPH PHARMACEUTICALS INC.
(COLORADO CORPORATION)

BECAME INCORPORATED UPON FILING ARTICLES OF INCORPORATION
DATED October 21, 1996.

DATED: July 13, 1998

Victoria Buckley

SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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