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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

DEC 23 2008

EXAMINER



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 22, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
08 DEC 22 AM 8:25
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7445169 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please file the attached:

KOS Pharmaceuticals, Inc. (FL.)
Conversion
Florida

KOS Pharmaceuticals, Inc. (FL.)
Obtain Document - Misc - Certified Copy of Conversion
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



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1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

Sincerely,

Joel Rodriguez
Fulfillment Manager
joel.rodriguez@wolterskluwer.com

FILED
08 DEC 22 AM 8:25
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

FILED
08 DEC 22 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Kos Pharmaceuticals, Inc.

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

Kos Pharmaceuticals, Inc.

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a Delaware corporation

(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: _____

8. This conversion shall be effective in Florida on: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
100 Abbott Park Road, Abbott Park, IL 60064

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: _____

Mailing Address: _____

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 19th day of December 20⁰⁸.

Signature: John A. Berry
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: John A. Berry Title: Incorporator

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)