

P97000088164



ACCOUNT NO. : 072100000032  
REFERENCE : 562412 11548A  
AUTHORIZATION : *Patricia Pijet*  
COST LIMIT : \$ 122.50

FILED  
91 OCT 13 PM 1:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : October 13, 1997  
ORDER TIME : 9:25 AM  
ORDER NO. : 562412-005  
CUSTOMER NO: 11548A

CUSTOMER: Karen S. Keaton, Esq  
ALLWEISS, MENSCH, KEATON,  
MACINTOSH, RUTLAND, ALLWEISS,  
P.O. Box 1139

100002318511--8

St. Petersburg, FL 33731-1139

DOMESTIC FILING

NAME: HORIZON PHARMACEUTICALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 OCT 13 AM 11:03  
DIVISION OF CORPORATION

SN OCT 13 1997

*Allweiss, Mensh, Keaton, MacIntosh,  
Rutland, Allweiss, Bursa & Tetreault*

ATTORNEYS AT LAW  
A Partnership of Professional Associations

Allen P. Allweiss  
Michael D. Allweiss  
Brian M. Bursa  
Karen S. Keaton ‡  
Victoria E. MacIntosh  
Myron J. Mensh †  
Nancy E. Rutland \*  
Robert D. Tetreault •

REPLY TO:  
Post Office Box 1139  
St. Petersburg, FL 33731-1139

111 - 2nd Avenue N.E.  
Suite 620  
St. Petersburg, FL 33701  
(813) 822-2200  
(813) 827-4944  
Fax (813) 822-1985

October 10, 1997

HAND DELIVERED BY C.S.C.

Florida Department of State  
Division of Corporations  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Horizon Pharmaceuticals, Inc.

Dear Sir/Madam:

Pursuant to our telephone conference of October 9, 1997 with Susan in your office, we requested that the first set of Articles of Incorporation received for the above referenced corporation be returned to the sender. This was confirmed by Doris in your office also on October 9, 1997.

Enclosed please find the correct Articles of Incorporation for Horizon Pharmaceuticals, Inc. Please endorse your approval of the Articles and return a certified copy of same to our CSC representative.

Should you have any questions concerning this matter please do not hesitate to contact me. Thank you for your courtesy in this regard.

Sincerely,

KEATON & RUTLAND, P.A.

  
Karen S. Keaton  
For the Firm

ljw  
Enclosures

FILED  
97 OCT 13 PM 1:16  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HORIZON PHARMACEUTICALS, INC.**

**FILED**  
97 OCT 13 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

NAME

The name of this corporation is HORIZON PHARMACEUTICALS, INC.

**ARTICLE II**

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the filing of these Articles.

**ARTICLE III**

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V**

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

Karen S. Keaton  
Keaton & Rutland, P.A.  
111 Second Avenue, N.E., Suite 620  
St. Petersburg, Florida 33701

The mailing address of the corporation is:

13717 - 65th Street North  
Largo, Florida 33711

The street address of the principal office of the corporation in this State will be:

13717 - 65th Street North  
Largo, Florida 33711

The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

Michael J. Creamer

13717 - 65th Street North  
Largo, Florida 33711

Gary M. Henderson

13717 - 65th Street North  
Largo, Florida 33711

#### **ARTICLE VII**

##### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Karen S. Keaton  
Keaton & Rutland, P.A.  
111 Second Avenue N.E., Suite 620  
Post Office Box 1139  
St. Petersburg, FL 33731-1139

## **ARTICLE VIII**

### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE IX**

### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

## **ARTICLE X**

### **STOCK TRANSFER AGREEMENTS**

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves, or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

## **ARTICLE XI**

### **INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Statutes and the Bylaws.

## **ARTICLE XII**

CUMULATIVE VOTING

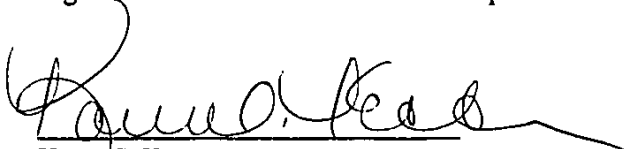
At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE XIII**

PREEMPTIVE RIGHTS

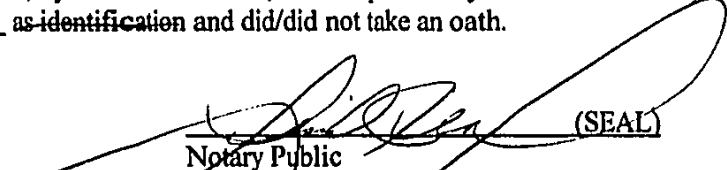
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 10th day of October, 1997.

  
Karen S. Keaton  
INCORPORATOR

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

The foregoing Articles of Incorporation were sworn to and acknowledged before me this \_\_\_\_\_ day of October, 1997, by Karen S. Keaton, who is personally known to me ~~or who has produced \_\_\_\_\_ as identification~~ and did/did not take an oath.

 (SEAL)  
Notary Public  
STATE OF FLORIDA

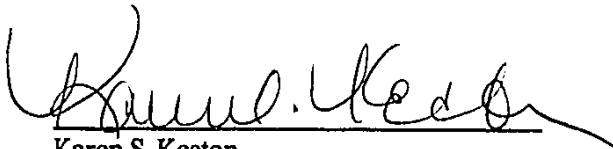
My Commission Expires:



Linda J. Wilcox  
MY COMMISSION # CC846002 EXPIRES  
May 7, 2000  
BONDED THROUGH TRIZY FARM INSURANCE, INC.

**ACCEPTANCE AND ACKNOWLEDGEMENT**

I hereby accept to act as registered agent of HORIZON PHARMACEUTICALS, INC., and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.



Karen S. Keaton  
Keaton & Rutland, P.A.  
111 Second Avenue N.E., Suite 620  
St. Petersburg, FL 33701

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