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(Requestor's Name)

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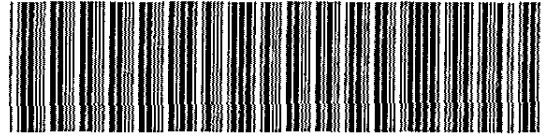
(Business Entity Name)

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TALLAHASSEE, FLORIDA

03/28/05--01052--008 **78.75

J. BRYAN MAR 31 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Synthon 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:

Gregory Pate
(Name of Person)
Synthon Pharmaceuticals, Inc.
(Firm/Company)
9000 Development Drive, PO Box 110487
(Address)
Research Triangle Park, NC 27709
(City/State and Zip code)

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For further information concerning this matter, please call:

Greg Pate at (919) 493-6006
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

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1. Synthon Pharmaceuticals, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
N/A
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. North Carolina 3. 56-202-8789
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 14, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 1, 2005
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9000 Development Drive, Research Triangle Park, NC 27709 USA
(Principal office address)
PO Box 110487, Research Triangle Park, NC 27709 USA
(Current mailing address)

8. to engage in any lawful business
(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331
(City) (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.

NRAI Services, Inc.
By: Lisa Reeves, Assist Sec
(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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jacques M. Lemmens

Address: PO Box 7071
6503 GN Nijmegen, The Netherlands

Vice Chairman: N/A

Address: N/A

Director: Jacques M. Lemmens

Address: PO Box 7071
6503 GN Nijmegen, The Netherlands

Director: N/A

Address: N/A
N/A

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B. OFFICERS

President: Vacant

Address: N/A
N/A

Vice President: Michael H. Hinckle

Address: 9000 Development Drive, PO Box 110487
Research Triangle Park, NC 27709

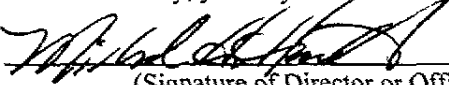
Secretary: Michael H. Hinckle

Address: 9000 Development Drive, PO Box 110487, Research Triangle Park, NC 27709

Treasurer: N/A

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Michael H. Hinckle, Vice President and General Counsel
(Typed or printed name and capacity of person signing application)

SYNTHON PHARMACEUTICALS, INC.

Directors

<u>Name</u>	<u>Business Address</u>
1.) Dr. Jacques M. Lemmens	22 Microweg 6545 CM Nijmegen The Netherlands

Officers

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Effective Date</u>
1.) Jacques M. Lemmens	CEO, Chairman of the Board	22 Microweg 6545 CM Nijmegen The Netherlands Tel.: +31243727700	May 13, 1997
2.) Peter van Straelen	President	9000 Development Drive PO Box 110487 Research Triangle Park, NC 27709 Tel.: (919) 493-6006	March 10, 2005
3.) Michael H. Hinckle	Vice President Secretary General Counsel	9000 Development Drive PO Box 110487 Research Triangle Park, NC 27709 Tel.: (919) 493-6006	April 8, 2004
4.) W. Wayne Stargel	Vice President of Medical Affairs	9000 Development Drive PO Box 110487 Research Triangle Park, NC 27709 Tel.: (919) 493-6006	April 8, 2004
5.) Dilip Parikh	Vice President of Manufacturing and Operations	9000 Development Drive PO Box 110487 Research Triangle Park, NC 27709 Tel.: (919) 493-6006	April 8, 2004
6.) Andrew Shales	Vice President of Sales and Marketing	9000 Development Drive PO Box 110487 Research Triangle Park, NC 27709 Tel.: (919) 493-6006	April 8, 2004

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NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

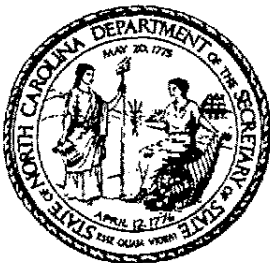
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

SYNTHON PHARMACEUTICALS, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 14th day of May, 1997, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of March, 2005

Elaine F. Marshall

Secretary of State