

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF

GEM PHARMACEUTICALS, INC.
File number C 117615

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GEM PHARMACEUTICALS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GEM PHARMACEUTICALS, INC. to transact business in this State under the name GEM PHARMACEUTICALS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 30, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hatley*

2-21-11-1996
APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

DEC 12 9 30 AM '96

1. The name of the corporation is Gem Pharmaceuticals, Inc. SECRETARY OF STATE
STATE OF IDAHO
2. The name which it shall use in Idaho is Gem Pharmaceuticals, Inc.
3. It is incorporated under the laws of the State of Delaware
4. Its date of incorporation is Jan. 23, 1996 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
Three Christina Centre, 201 N. Walnut St., Wilmington, DE 83702
6. The address to which correspondence should be addressed, if different than item 5, is
350 North Ninth Street, Suite 304, Boise, ID 83702
7. The street address of its registered office in Idaho is 350 North Ninth Street, Suite 304
Boise, ID 83702, and its registered agent in Idaho at that address is Richard Olson
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Pharmaceutical research, development and commercialization.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Frederick J. Dechow</u>	<u>President & CEO</u>	<u>210 Lorna Sq., #253, Birmingham, AL</u>
<u>Richard D. Olson</u>	<u>V.P., Research</u>	<u>605 Crocus Court, Nampa, ID 83651</u>
<u>Gerald M. Walsh</u>	<u>Director & Sec.</u>	<u>941 Lake Forest Circle, Birmingham, AL</u>
<u>Philip S. Mushlin</u>	<u>V.P., Med. Affairs</u>	<u>19 Farina Road, Newton, MA 02159</u>
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: November 15, 1996

Gem Pharmaceuticals, Inc.

(Corporation name)

By Frederick J. Dechow
 Its President, Vice President, Secretary or Assistant Secretary
 (please specify)

Secretary of State use only

CCAP

IDAHO SECRETARY OF STATE
 DATE 12/12/1996 0900 46154

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CK #: 1699 CUST# 73150


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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEM PHARMACEUTICALS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 1996.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 8225481

DATE: 12-06-96