

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 SEP -6 PM 12:02

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is MTS Packaging Systems, Inc.
2. It is incorporated under the laws of Florida
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 10/21/1992 and the period of its duration is Perpetual
5. The address of its principal office is 2003 Gandy Boulevard North, Saint Petersburg, FL 33702
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
SEE ATTACHMENT

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Todd E Siegel</u>	<u>2003 Gandy Boulevard North, Saint Petersburg FL 33702</u>
Director	<u>Robert A Martin</u>	<u>100 Fillmore Street, Suite 300, Denver, CO 80206</u>
Director	<u>Matthew C Hicks</u>	<u>100 Fillmore Street, Suite 300, Denver, CO 80206</u>
Director	<u>David L Kessenich</u>	<u>2003 Gandy Boulevard North, Saint Petersburg FL 33702</u>

Form No. 150
Revised: 06/11

FILED

SEP 06 2011

BY

151414

12'02

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated). **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
President	William G Shields	2003 Gandy Boulevard North, Saint Petersburg, FL 33702
Vice President	James M Conroy	2003 Gandy Boulevard North, Saint Petersburg, FL 33702
Treasurer	Matthew C Hicks	100 Fillmore Street, Suite 300, Denver, CO 80204
Secretary	Matthew C Hicks	100 Fillmore Street, Suite 300, Denver, CO 80204

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
7,500	Common		\$0.0100

10. (a) \$ 16889000.0000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 0.0000 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (divide (b) by (a) and multiply by 100 to obtain the percentage)
11. (a) \$ 63730817.0000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 129483.0000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) 0.2 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. (divide (b) by (a) and multiply by 100 to obtain the percentage)
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 8/22/2011


Signature of Authorized Officer of the Corporation

James M Conroy, Vice President
Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Corporate Purposes**

Sale of medication compliance packaging as well as the sale, training, installation and service of related packaging equipment. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

Officers & Directors

- | | | |
|---|-------------------|---------------------------------|
| 1 | Full Name: | Todd E Siegel |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | CEO |
| | Business Address: | 2003 Gandy Boulevard North |
| | City: | Saint Petersburg |
| | State: | FL |
| | ZIP Code: | 33702 |
| 2 | Full Name: | Robert A Martin |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Vice President |
| | Business Address: | 100 Fillmore Street, Suite 300 |
| | City: | Denver |
| | State: | CO |
| | ZIP Code: | 80206 |
| 3 | Full Name: | Ryan Glaws |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President & Asst Secretary |
| | Business Address: | 100 Fillmore Street, Suite 300 |
| | City: | Denver |
| | State: | CO |
| | ZIP Code: | 80206 |

State of Florida

Department of State

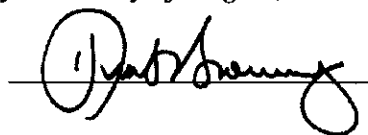
I certify from the records of this office that MTS PACKAGING SYSTEMS, INC. is a corporation organized under the laws of the State of Florida, filed on October 21, 1992.

The document number of this corporation is V73029.

I further certify that said corporation has paid all fees due this office through December 31, 2011, that its most recent annual report was filed on May 2, 2011, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of
Florida, at Tallahassee, the Capital, this the
Twenty Ninth day of August, 2011*



Secretary of State



Authentication ID: 000211557260-082911-V73029

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

