

Filing fee: \$150.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. #

81066

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

SP VENTURES, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is SP Ventures, Inc.

SECOND: The name which it elects to use in Rhode Island is SP Ventures, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of the State of Delaware.

FOURTH: The date of its incorporation is July 7, 1994 and the period of its duration is perpetual.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Prentice-Hall Corporation System, Inc., 32 Lockerman Square, Suite L-100, Dover, Delaware 19901.

SIXTH: The address of its proposed registered office in Rhode Island is 170 Washington St., Suite 900, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

*Lisa Viscaina*  
Signature

Lisa Viscaina, Assistant Vice President

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

wholesale distribution of pharmaceuticals, health and beauty care aids, and other non-durable consumer goods.

FILED

AUG 29 1994

BY 11659128/100

**EIGHTH:** The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	SEE ATTACHED LIST
	Director	
	President	SEE ATTACHED LIST
	Vice President	
	Secretary	
	Treasurer	

**NINTH:** 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 per Share or Statement that Shares are without Par Value</u>
1,000	Common	---	\$.01

**TENTH:** The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
1	Common	---	\$.01

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ -0-

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ -0-

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 19, 19 94

SP VENTURES, INC.  
[Exact Corporate Name of Corporation Making Application]

By N. A. Miller  
Executive Its Vice President  
and Lorraine E. Peetz  
Its Asst. Secretary

STATE OF CALIFORNIA }  
COUNTY OF SAN FRANCISCO } Sc.

At San Francisco, California in said County on the 19th day  
of August 19 94, before me personally appeared N. A. Miller and  
Lorraine E. Peetz who being by me first duly sworn, declared that  
they are Executive Vice President and Assistant Secretary of SP Ventures, Inc.,  
that ~~he~~ <sup>they</sup> signed the foregoing document as such Executive Vice President of the  
corporation, and that the statements therein contained are true.

Ann Marie Steig  
Notary Public

(NOTARIAL SEAL)



SP VENTURES, INC.

Officers and Directors

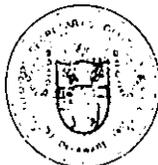
<u>Name and Title</u>	<u>Business Address</u>
Alan Seelenfreund President and Chief Executive Officer	McKesson Corporation One Post Street San Francisco, CA 94104
Arthur Chong Executive Vice President	McKesson Corporation One Post Street San Francisco, CA 94104
Eric E. Lindquist Executive Vice President	McKesson Corporation One Post Street San Francisco, CA 94104
Ivan D. Meyerson Executive Vice President and General Counsel	McKesson Corporation One Post Street San Francisco, CA 94104
Nancy A. Miller Vice President, Secretary and Director	McKesson Corporation One Post Street San Francisco, CA 94104
Garret A. Scholz Executive Vice President and Treasurer	McKesson Corporation One Post Street San Francisco, CA 94104
Michael L. Harris Assistant Secretary	McKesson Corporation One Post Street San Francisco, CA 94104
Dana T. Iapicca Assistant Secretary	McKesson Corporation One Post Street San Francisco, CA 94104
Lorraine E. Peetz Assistant Secretary	McKesson Corporation One Post Street San Francisco, CA 94104
James F. Regan Assistant Secretary	McKesson Corporation One Post Street San Francisco, CA 94104

State of Delaware  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SP VENTURES, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 1994, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7200546

08-03-94