

Filing Fee: \$150.00

Licence Fee: \$15.00 minimum (§7-1.1-124)

ID Number:

108098

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for 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 Greenwich Holdings Inc. gfk
2. It is incorporated under the laws of Delaware
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 ending 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 7/20/99 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is St. Davids Center, 150 Radnor-Chester Road, St. Davids, PA 19087
6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900 Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is Corporate Service Company
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: To own and operate a biopharmaceutical manufacturing facility in West Greenwich

8. The names and respective addresses of the directors and officers are:

Name	Address
Director <u>John R. Stafford</u>	<u>Five Giralda Farms, Madison, NJ 07940</u>
Director <u>Robert G. Blount</u>	<u>Five Giralda Farms, Madison, NJ 07940</u>
President <u>Bernard J. Poussot</u>	<u>150 Radnor-Chester Rd, St. Davids, PA 1908</u>
Vice President <u>Thomas M. Nee</u>	<u>Five Giralda Farms, Madison, NJ 07940</u>
Secretary <u>Eileen M. Lach</u>	<u>Five Giralda Farms, Madison, NJ 07940</u>
Treasurer <u>Kenneth J. Martin</u>	<u>150 Radnor-Chester Rd, St. Davids, PA 1908</u>

SEE ATTACHMENT

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>
1000	Common	N/A	npv

10. 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 or Statement that Shares are without Par Value</u>
1000	Common	N/A	npv

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 60,000,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 60,000,000.

(c) 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 100 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ unknown.

(b) 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 is \$ unknown.

(c) 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 n/a % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Dated August 3, 19 99

GREENWICH HOLDINGS INC.
(Exact Corporate Name of Corporation Making Application)

FILED

AUG-30 1999

BJM 229468

By [Signature]

President or Vice President (check one)

By [Signature] **AND** [Signature]

Secretary or Assistant Secretary (check one)

New Jersey
STATE OF Morris
COUNTY OF

In Madison, on this 3 day of August, 19 99, personally appeared before me Thomas M. Nee, an officer of the corporation, who, under oath, verified that the

information contained in this Application is true and accurate.

Jean P. Pastore
Notary Public

My Commission Expires: JEAN R. PASTORE

A NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES ON OCT. 20, 1999

GREENWICH HOLDINGS INC.

Attachment

DIRECTORS

* John R. Stafford	Director
* Robert G. Blount	Director
** Bernard J. Poussot	Director

OFFICERS

** Bernard J. Poussot	President
* Thomas M. Nee	Vice President
* Gerald A. Jibilian	Vice President & Assistant Secretary
** Kenneth J. Martin	Treasurer
* Eileen M. Lach	Secretary
* William P. Kelly	Assistant Secretary
* Bradford A. Lewin	Assistant Secretary

* Five Giralda Farms, Madison, NJ 07940

** 150 Chester-Radnor Road, St. Davids, PA 19087

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 THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GREENWICH HOLDINGS INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF JULY, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PROMOTION SERVICES INC." TO "GREENWICH HOLDINGS INC.", FILED THE TWENTIETH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9921548

DATE: 08-13-99