

George H. Bryan
SECRETARY OF STATE



the two hundred and _____
16th _____
of the Independence of the United States
day of _____ December _____
19 91 and _____
at the City of Springfield, this _____
19th _____
we affixed the Great Seal of the State of Illinois.

In Testimony Whereof, I hereto set my hand and cause to
Application of the aforesaid corporation.
hereby issue this certificate and attach hereto a copy of the
State of Illinois, by virtue of the powers vested in me by laws, do
Now, therefore, I, George H. Bryan, Secretary of State of the

PHARMACEUTICAL MARKETING SERVICES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF New Jersey HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

**Illinois, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF**

91690884

DEPT-01 RECORDING \$15.00
143333 TRAN 5903 12/30/91 09:47:00
48253 + *-91-690884
COOK COUNTY RECORDER



STATE OF ILLINOIS
DEPARTMENT OF REVENUE
DIVISION OF TAXATION

File Number 5654-701-9

91690884

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Form **BCA-13.15**

(Rev. Jan. 1991)

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

DEC 19 1991

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 12-19-91

License Fee \$ _____

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$ _____

Approved: [Signature] \$ 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: PHARMACEUTICAL MARKETING SERVICES, INC.
(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: New Jersey
(b) Date of Incorporation: July 30, 1991
(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: 9501 East Shea Boulevard
Scottsdale, Arizona 85260

(b) Address of principal office in Illinois: Arlington Executive Plaza
3375 North Arlington Heights Road, Suite A
Arlington Heights, Illinois 60004

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM

	<small>First Name</small>	<small>Middle Name</small>	<small>Last Name</small>

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

	<small>Number</small>	<small>Street</small>	<small>Suite #</small>
<u>Chicago</u>	<u>60604</u>		<u>Cook</u>
<small>City</small>	<small>Zip Code</small>		<small>County</small>

5. States and countries in which it is admitted or qualified to transact business:
Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	Dennis M.J. Turner	30 Egerton Crescent	London SW3 2EB	England
Secretary	Warren J. Hauser	Petersham Me. Farm	Petersham Road Richmond Surrey	TW7 10AA England
Director	Handel E. Evans	27 Chester Terrace	London	England
Director	Dennis M.J. Turner	30 Egerton Crescent	London SW3 2EB	England
Director	Patrick J. Welsh	3 Essex Road	Summit	N.J. 07901

*Continued on Annex I. If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose proposed to be pursued by the Corporation in transacting business in the State of Illinois is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and as permitted by the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares	
			Authorized	Issued
Common Stock	-	\$1.00	1,000	100

9. Paid-in Capital: \$ 200.00
(Paid-in Capital replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 7,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 675,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 20,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 880,000

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 9501 East Shea Boulevard
Scottsdale, Arizona 85260
- (b) Number of shares of all classes owned by residents of Illinois: None
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: Not applicable.

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 11, 1991 PHARMACEUTICAL MARKETING SERVICES, INC.
(Exact Name of Corporation)

attested by Robert A. Schwed by Dennis M.J. Turner
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Robert A. Schwed Dennis M.J. Turner
Assistant Secretary President
(Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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Form BCA-13.15 (Continued)

ANNEX 1

Application for Certificate of Authority to Transact Business in Illinois

PHARMACEUTICAL MARKETING SERVICES, INC.

Item 6. (Continued)

<u>Title</u>	<u>Name</u>	<u>No. & Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Chairman of the Board	Handel E. Evans	27 Chester Terrace	London	England	-
Vice President	Patrick J. Welsh	3 Essex Road	Summit	NJ	07901
Vice President	Warren J. Hauser	Petersham Meadows Farm, Petersham Road	Richmond,	Surrey	TW7 10AA England
Assistant Secretary	William J. Hewitt	1170 Fifth Avenue	New York	NY	10029
Assistant Secretary	Robert A. Schwed	589 Second Street	New York	NY	11215

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BOX 170

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