

CT CORPORATION SYSTEM

F01000001189

CORPORATION(S) NAME

~~(1) Rxx Inc.~~ (2) Intero Corp. ~~(3) Intero Pharmaceuticals Inc.~~

FILED
01 MAR - 1 PM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200003791952--7

03/02/01 01001--014
*****78.75 *****78.75

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/1/01

Order#: 3720232

Ref#: _____

Amount: \$ _____

RECEIVED
DIVISION OF STATE
CORPORATIONS
2001 MAR - 1 PM 3:37
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IF COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA

01 APR - 1 AM '98
FILED
T. SECRETARY OF
TREASURY
FLORIDA

1. **Intero Corp.**

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviation of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. **Delaware**

(State or country under the law of which it is incorporated)

3. **13-404-7702**

(FEI number, if applicable)

4. **Apr 15, 1998**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **February 26, 2001**

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 AND 817.155, F.S.)

7. **1680 Michigan Avenue, Suite 700
Miami, Florida 33139**

(Current mailing address)

8. **To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar and accept the obligations of my position as registered agent.

CT Corporation System

CONNIE BRYAN

Connie Bryan

SPECIAL ASSISTANT SECRETARY

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Name and addresses of officers and/or directors: (Street address **ONLY** -P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: **Michael Ferrari**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

Director: **Steve H. Kanzer**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

Director: **Nicholas Stergiopoulos**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: **Nicholas Stergiopoulos**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

Secretary: **Steve H. Kanzer**
Address: c/o Corporate Technology Development
1680 Michigan Avenue, Suite 700
Miami, Florida 33139

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **Nicholas Stergiopoulos, President**

(Typed or printed name and capacity of person signing application)

FILED
01 MAR - 1 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERO CORP." 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 TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
01 MAR -1 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2884494 8300

010100952

AUTHENTICATION: 0996285

DATE: 02-28-01