

CT CORPORATION SYSTEM

F01000004484

01 AUG 23 PM 3:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

ZLB Bioplasma, Inc.

600004552746--6

-08/23/01--01052--019

*****70.00 *****70.00

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

Name
Availability
Document
Examiner
Updater
Verifier
W.P. Verifier

DIVISION OF CORPORATION

8/23/01

Order#: 4673599

Ref#: _____

Amount: \$ _____

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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

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1. ZLB BIOPLASMA INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations 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. 75-296974

(FEI number, if applicable)

4. November 24, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o The Corporation Trust Company

7. 1209 Orange Street, Wilmington, DE 19801

(Principal office address)

c/o The Corporation Trust Company

1209 Orange Street, Wilmington, DE 19801

(Current mailing address)

8. Collection and processing of human antibodies for use in the pharmaceutical industry.
(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 S. Pine Island Road

Plantation

(City)

, 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 with and accept the obligations of my position as registered agent.



(Registered agent's signature)

Jonathan L. Miles, Asst. Secretary

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. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Brian McNamee

Address: 801 North Brand Blvd., Suite 1150
Glendale, CA 91203

Vice Chairman: _____

Address: _____

Director: Jack Wood

Address: 45 Poplar Road, Parkville
Victoria 3052 Australia

Director: Antoni Cipa

Address: 45 Poplar Road, Parkville
Victoria 3052 Australia

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B. OFFICERS

President: Pete Dehart

Address: 801 North Brand Blvd., Suite 1150
Glendale, CA 91203

Vice President: _____

Address: _____

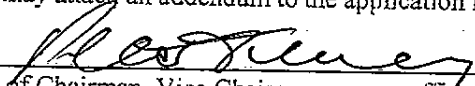
Secretary: Peter Turvey

Address: 45 Poplar Road, Parkville, Victoria 3052 Australia

Treasurer: Antoni Cipa

Address: 45 Poplar Road, Parkville, Victoria 3052 Australia

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. Peter Turvey, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZLB BIOPLASMA INC." 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 THIRTEENTH DAY OF AUGUST, 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2943574 8300

AUTHENTICATION: 1293104

010396706

DATE: 08-13-01