

F 10000001660

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

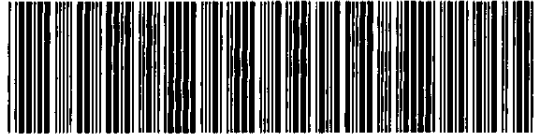
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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04/07/10--01003--003 \*\*2000.00

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MILLANESSE, FLORIDA

J. Shivers APR 07 2010

6540 (260)

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Valent BioSciences Corporation  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Rosanne Kral  
(Name of Person)  
Valent USA Corporation  
(Firm/Company)  
1600 Riviera Avenue, Suite 200  
(Address)  
Walnut Creek, CA 94596  
(City/State and Zip code)

For further information concerning this matter, please call:

Rosanne Kral at ( 925 ) 256-2752  
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FL

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.

1. Valent BioSciences Corporation  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois 3. 36-4334458  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 3, 1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2000  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 870 Technology Way, Suite 100 Libertyville IL 60048  
(Principal office address)

1600 Riviera Avenue Suite 200 Walnut Creek CA 94596  
(Current mailing address)

8. wholesale distribution of biorationals  
(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 NOT acceptable)

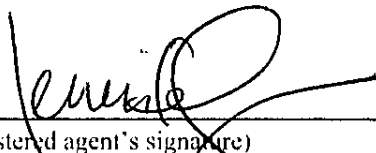
Name: CT Corporation System

Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(City) (Zip code)

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STATE OF FLORIDA  
CALL MASSER, LORRAINE

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)

Jennifer Quinn  
Assistant 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: Kenjiro Fukubayashi

Address: Tokyo Sumitomo Twin Bldg  
1 Go-27 Ban - 2 chome Shinikawa, Chuo-ku, Tokyo, Japan

Vice Chairman: NONE

Address: \_\_\_\_\_

Director: Michael Donaldson

Address: 870 Technology Way, Suite 100  
Libertyville, IL 60048

Director: Toshiro Ohtsubo

Address: Tokyo Sumitomo Twin Bldg  
1 Go-27 Ban - 2chome Shinikawa, Chuo-ku, Tokyo, Japan

**B. OFFICERS**

President: Michael D. Donaldson

Address: 870 Technology Way, Suite 100  
Libertyville, IL 60048

Vice President: Warren Shafer

Address: 870 Technology Way, Suite 100  
Libertyville, IL 60048

Secretary: Robin Demouth

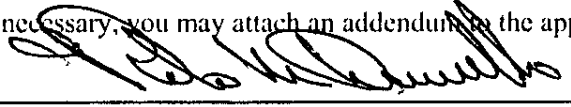
Address: 1600 Riviera Ave, Suite 200 Walnut Creek CA 94596

Treasurer: Robin Demouth

Address: 1600 Riviera Ave, Suite 200 Walnut Creek CA 94596

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SECRETARY

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Robin Demouth Secretary/Treasurer

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

Valent BioSciences Corporation (Charter Date 12/03/99)  
P.O. Box 8025  
Walnut Creek, CA 94596-8025

List of Directors/Officers

Directors

Address

Michael D. Donaldson

870 Technology Way  
Libertyville, IL 60048

Toshiro Ohtsubo

Sumitomo Chemical Company, Ltd.  
Tokyo Sumitomo Twin Bldg  
1 Go - 27 Ban - 2 chome  
Shinikawa, Chuo-ku, Tokyo, Japan 10

Kenjiro Fukubayashi - *Chairman*

Sumitomo Chemical Company, Ltd.  
Tokyo Sumitomo Twin Bldg  
1 Go - 27 Ban - 2 chome  
Shinikawa, Chuo-ku, Tokyo, Japan 10

Nobuyuki Shinkai

Sumitomo Chemical Company, Ltd.

Rei Nishimoto

Sumitomo Chemical Company, Ltd.

Takashi Otsuka

870 Technology Way  
Libertyville, IL 60048

Officers

Address

Michael D. Donaldson  
President

870 Technology Way  
Libertyville, IL 60048

Robin Demouth  
Secretary and Treasurer

1600 Riviera Avenue, Suite 200  
Walnut Creek, CA 94596

Dugal Sickert  
Assistant Secretary

870 Technology Way  
Libertyville, IL 60048

Warren Shafer  
Vice President, global R&D and Regulatory Affairs

Libertyville, IL

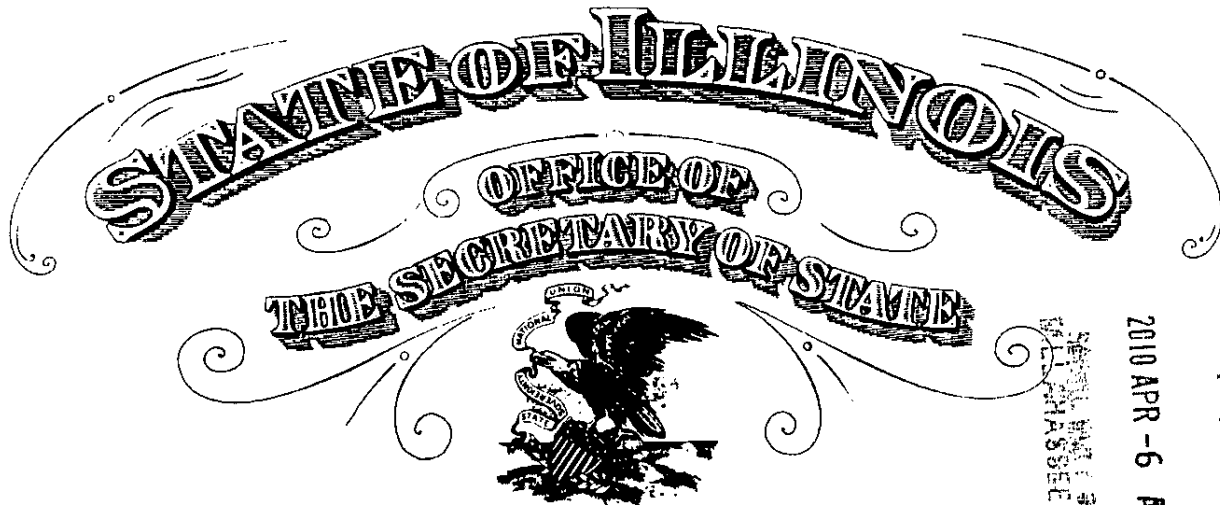
Jeff Johnson  
Vice President, Business Development

Libertyville, IL

**Term Expires on next annual meeting of stockholders or upon election or appointment of successors.**

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FBI - CHICAGO  
MILWAUKEE FIELD OFFICE

File Number 6079-177-5



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2010 APR -6 AM 10:22  
STATE OF ILLINOIS  
OFFICE OF THE SECRETARY OF STATE

**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

VALENT BIOSCIENCES CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON DECEMBER 03, 1999, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



***In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 19TH day of MARCH A.D. 2010 .***

*Jesse White*

Authentication #: 1007801790

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE