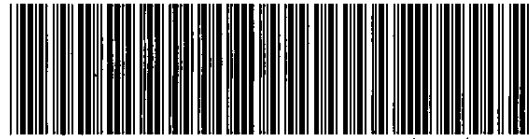


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(Requestor's Name)

(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:

Office Use Only

MRS  
12/9

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TALLAHASSEE FLORIDA

## COVER LETTER

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

**SUBJECT:** Oxygen Biotherapeutics, Inc.  
\_\_\_\_\_  
(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:

Linda Stauffer  
\_\_\_\_\_  
(Name of Person)

NRAI Corporate Services  
\_\_\_\_\_  
(Firm/Company)

16055 Space Center Blvd., Suite 235  
\_\_\_\_\_  
(Address)

Houston, Texas 77062  
\_\_\_\_\_  
(City/State and Zip code)

For further information concerning this matter, please call:

Linda Stauffer at ( 800 ) 862-5438  
\_\_\_\_\_  
(Name of Person) (Area Code & Daytime Telephone Number)

**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



**NRAI  
CORPORATE  
SERVICES**  
An NRAI Solutions Company

November 30, 2010

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Oxygen Biotherapeutics, Inc.

Dear Filing Officer:

Please file the attached Application for Authority for the referenced company. Enclosed please find a check for the requisite fees. Please return evidence of filing to my attention via regular mail.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (800) 862-5438. Thank you very much for your assistance.

Very truly yours,



Linda Stauffer  
Client Specialist

Enclosures

**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. Oxygen Biotherapeutics, Inc.

(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. Delaware

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

3. 26-2593535

(FEI number, if applicable)

4. April 17, 2008

(Date of incorporation)

5. Perpetual

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

6. \_\_\_\_\_

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

7. 2530 Meridian Parkway, Durham, NC 27713

(Principal office address)

2530 Meridian Parkway, Durham, NC 27713

(Current mailing address)

8. Marketing and sales of cosmetics

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Dr., Ste 4

Weston, Florida 33331

(City)

(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.*

NRAI Services, Inc.

\_\_\_\_\_  
(Registered agent's signature) Linda Stauffer, 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.

**FILED**  
10 DEC -7 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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.*

NRAI Services, Inc.



(Registered agent's signature) Linda Staffer, Assistant Secretary

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10 DEC -7 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

10 DEC -7 AM 8:44

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**A. DIRECTORS**

Chairman: Christian J. Stern

Address: 2530 Meridian Pkwy  
Durham, NC 27713

Vice Chairman:

Address:

Director: Ronald Blanck

Address: 2530 Meridian Pkwy  
Durham, NC 27713

Director: William A. Chatfield

Address: 2530 Meridian Pkwy  
Durham, NC 27713

\*See complete list attached.

**B. OFFICERS**

President: Richard Kiral

Address: 3189 Airway Avenue, Bldg. C  
Costa Mesa, CA 92626

Vice President:

Address:

Secretary: Michael B. Jebsen


Address: 2530 Meridian Pkwy., Durham, NC 27713

Treasurer: Michael B. Jebsen

Address: 2530 Meridian Pkwy., Durham, NC 27713

\*See complete list attached.

**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. Michael B. Jebsen, CFO and EVP for Finance and Administration  
(Typed or printed name and capacity of person signing application)

Oxygen Biotherapeutics, Inc.  
2530 Meridian Parkway, Suite 3078  
Durham, NC 27713

**FILED**  
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TALLAHASSEE FLORIDA

NAMES AND ADDRESSES OF DIRECTORS AND OFFICERS

DIRECTORS

Name	Title	Business Address
Ronald Blanck, DO, MACP	Director, Board of Directors	Oxygen Biotherapeutics 2530 Meridian Parkway Durham, NC 27713
William A. Chatfield, Hon.	Director, Board of Directors	Oxygen Biotherapeutics, Inc. 2530 Meridian Parkway Durham, NC 27713
Rene A. Eckert	Director, Board of Directors	Oxygen Biotherapeutics Inc. 2530 Meridian Parkway Durham, NC 27713
J. Melville Engle	Director, Board of Directors	Oxygen Biotherapeutics 2530 Meridian Parkway Durham, NC 27713
Richard Kiral, Ph.D.	Director, Board of Directors	Oxygen Biotherapeutics, Inc. 2530 Meridian Parkway Durham, NC 27713
Christian J. Stern, DBA Chief Executive Officer	Chairman, Board of Directors	Oxygen Biotherapeutics Inc. 2530 Meridian Parkway Durham, NC 27713

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TALLAHASSEE FLORIDA

OFFICERS

Name	Title	Business Address
Christian J. Stern	Chairman and Chief Executive Officer	Oxygen Biotherapeutics 2530 Meridian Parkway Durham, NC 27713
Richard Kiral	President and Chief Operating Officer	Oxygen Biotherapeutics, Inc. 3189 Airway Avenue, Bldg. C Costa Mesa, CA 92626
Michael B. Jebson	Secretary, Chief Financial Officer and EVP for Finance and Administration	Oxygen Biotherapeutics 2530 Meridian Parkway Durham, NC 27713
Gerald L. Klein	Chief Medical Officer	Oxygen Biotherapeutics, Inc. 2530 Meridian Parkway Durham, NC 27713
Kirk A. Harrington	Chief of Staff	Oxygen Biotherapeutics Inc. 2530 Meridian Parkway Durham, NC 27713



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OXYGEN BIOTHERAPEUTICS, 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 THIRTIETH DAY OF NOVEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OXYGEN BIOTHERAPEUTICS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF APRIL, A.D. 2008.

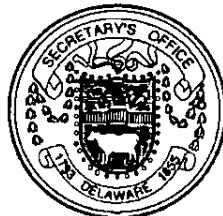
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

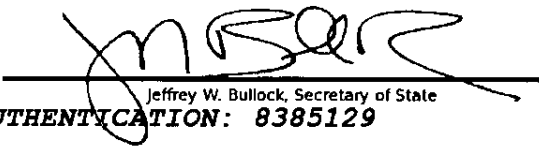
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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8385129

DATE: 11-30-10