

F-11000002011

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1515

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DIVISION OF CORPORATIONS

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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

FOREIGN PROFIT/NONPROFIT CORPORATION  
FIBROCELL TECHNOLOGIES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

11 MAY 11 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Electronic Filing Menu Corporate Filing Menu Help

Handwritten initials

**COVER LETTER**

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

**SUBJECT:** Fibrocell Technologies, 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," or "Certificate of Good Standing" 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:

John Maslowski  
Name of Person

---

Fibrocell Technologies, Inc.  
Firm/Company

---

405 Eagleview Boulevard  
Address

---

Exton, PA 19341  
City/State and Zip code

---

jmaslowski@fibrocellscience.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Maslowski at ( 484 ) 713-6032  
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

**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. Fibrocell Technologies, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Fibrocell Science, Inc. (parent company, Fibrocell Technologies, Inc. is a wholly owned subsidiary)  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 22-3436974  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/28/1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not to be initiated prior to registration  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 405 Eagleview Boulevard, Exton, PA 19341  
(Principal office address)

405 Eagleview Boulevard, Exton, PA 19341  
(Current mailing address)

8. Manufacture and distribution of a non-controlled perscription cell therapy product for injection.  
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(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.*

Corporation Service Company

By:   
(Registered agent's signature) Amy Gudgel, Asst. V.P.

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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: See attached for list of Directors.

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: David Pernock (Chief Executive Officer)

Address: 405 Eagleview Boulevard  
Exton, PA 19341

Vice President: Declan Daly (Chief Operating Officer and Chief Financial Officer)

Address: 405 Eagleview Boulevard  
Exton, PA 19341

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

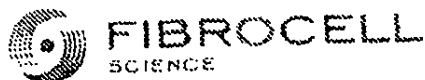
13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. David Pernock, Chairman and CEO

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



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICANT: FIBROCELL TECHNOLOGIES, INC.**

Attachment

List of the Board of Directors

- David Pernock, Chairman and Chief Executive Officer
- Declan Daly, Director, Chief Operating Officer and Chief Financial Officer
- George J. Korkos, M.D., D.D.S., F.A.C.S., Director
- Robert S. Langer, Sc.D, Director
- Marc B. Mazur, Director
- Kelvin D. Moore, Director

The business address for all members of the Board of Directors is 405 Eagleview Boulevard, Exton, PA 19341.

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# Delaware

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PAGE 1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIBROCELL TECHNOLOGIES, 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 ELEVENTH DAY OF MAY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIBROCELL TECHNOLOGIES, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995.

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.

2574449 8300

110524917

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8753162

DATE: 05-11-11

# Delaware

*The First State*

11 MAY 11 AM 10:54  
PAGE 1

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TALLAHASSEE, FLORIDA

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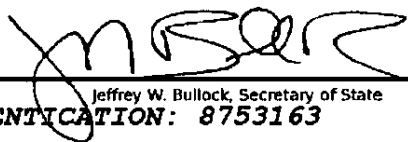
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DATE: 05-11-11