

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: CytoDyn 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:

Andrew Libby

Name of Person

CytoDyn Inc.

Firm/Company

110 Crenshaw Lake Rd.

Address

Lutz FL 33548

City/State and Zip code

alibby@cytodyn.com

E-mail address: (to be used for future annual report notification)

2011 AUG -9 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FL 32301

FILED

For further information concerning this matter, please call:

Andrew Libby

Name of Person

at (813) 527-6969

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. Cytodyn 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. State of Colorado 3. 75-3056237 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 2, 2002 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 14, 2011 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 110 Crenshaw Lake Rd Lutz, FL 33548 (Principal office address)

110 Crenshaw Lake Rd Lutz, FL 33548 (Current mailing address)

8. General business and pharmaceutical research & development (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: Andrew Libby

Office Address: 110 Crenshaw Lake Rd

Lutz, Florida 33548 (City) (Zip code)

FILED DEPARTMENT OF STATE TALLAHASSEE, FLORIDA AUG - 9 AM 12:30

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.

Andrew Libby (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. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kenneth J. Van Ness

Address: 110 Crenshaw Lake Rd.
Lutz, FL 33548

Director: Gregory A. Gould, CPA

Address: 110 Crenshaw Lake Rd.
Lutz, FL 33548

Director: Ronald J. Tropp, Esq.,

Address: 110 Crenshaw Lake Rd.
Lutz, FL 33548

Director: George F. Dembow

Address: 110 Crenshaw Lake Rd.
Lutz, FL 33548

Director: Jordan Naydenov

110 Crenshaw Lake Rd.
Lutz, FL 33548

B. OFFICERS

President: Kenneth J. VanNess

Address: 110 Crenshaw Lake Rd
Lutz, FL 33548

Vice President: _____

Address: _____

Secretary: Andrew Libby

Address: 110 Crenshaw Lake Rd Lutz FL 33548

Treasurer: _____

Address: _____

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

13. Andrew Libby

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. Andrew Libby Chief Financial Officer

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

FILED
2PM AUG -9 AM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

CYTODYN INC.

is a **Corporation** formed or registered on 05/02/2002 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20021117031.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/25/2011 that have been posted, and by documents delivered to this office electronically through 07/27/2011 @ 08:05:40.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 07/27/2011 @ 08:05:40 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 8003996.



FILED
27th AUG - 9 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FL 32310

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."