

F14UULL0623

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

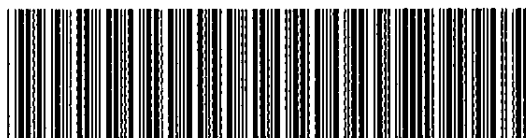
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



800256502528

RECEIVED  
DIVISION OF CORPORATIONS  
2014 FEB 10 PM 4:26  
1000 PENNSYLVANIA AVE  
SUITE 1400 PHILADELPHIA PA 19106

RECEIVED  
DIVISION OF CORPORATIONS  
14 FEB 10 PM 4:26  
1000 PENNSYLVANIA AVE  
SUITE 1400 PHILADELPHIA PA 19106

*[Handwritten signature]*  
8-14-13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 998859 7212588

AUTHORIZATION :

COST LIMIT :

*[Handwritten signature]*  
\$770.00

ORDER DATE : February 10, 2014

ORDER TIME : 2:29 PM

\*\*PLEASE FILE 2ND\*\*

ORDER NO. : 998859-010 ENTITY REDOMESTICATED TO DE  
FROM CA.

CUSTOMER NO: 7212588

FOREIGN FILINGS

NAME: BIOCEPT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_

**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. Biocept, 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. 80-0943522

(FEI number, if applicable)

4. 06/28/13

(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. 5810 Nancy Ridge Drive, Suite 150, San Diego, CA 92121

(Principal office address)

5810 Nancy Ridge Drive, Suite 150, San Diego, CA 92121

(Current mailing address)

8. Biotechnology

(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

(City)

, Florida 32301

(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)

**Sue G. Knight**  
**Assistant Vice President**

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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 10 PM 4:26

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

**A. DIRECTORS**

Chairman: David F. Hale  
Address: 5810 Nancy Ridge Dr., Suite 150  
San Diego, CA 92121

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

Director: Marsha A. Chandler  
Address: 5810 Nancy Ridge Dr., Suite 150  
San Diego, CA 92121

Director: Bruce E. Gerhardt  
Address: 5810 Nancy Ridge Dr., Suite 150  
San Diego, CA 92121

**B. OFFICERS**

President: Michael W. Nall  
Address: 5810 Nancy Ridge Dr., Suite 150  
San Diego, CA 92121

Vice President: William G. Kachioff  
Address: 5810 Nancy Ridge Dr.  
San Diego, CA 92121

Secretary: William G. Kachioff  
Address: 5810 Nancy Ridge Dr., San Diego, CA 92121

Treasurer: William G. Kachioff  
Address: 5810 Nancy Ridge Dr., San Diego, CA 92121

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. William G. Kachioff, Vice President  
(Typed or printed name and capacity of person signing application)

**ADDENDUM  
TO  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

**12. Names and Business Addresses of Officers and/or Directors (Continued):**

<b>Name</b>	<b>Title</b>	<b>Business Address</b>
Bruce A. Huebner	Director	5810 Nancy Ridge Dr., Suite 150 San Diego, CA 92121
Michael W. Nall	Director	5810 Nancy Ridge Dr., Suite 150 San Diego, CA 92121
Edward Neff	Director	5810 Nancy Ridge Dr., Suite 150 San Diego, CA 92121
Ivor Royston	Director	5810 Nancy Ridge Dr., Suite 150 San Diego, CA 92121
M. Faye Wilson	Director	5810 Nancy Ridge Dr., Suite 150 San Diego, CA 92121
Lyle J. Arnold	Vice President	5810 Nancy Ridge Dr., Suite 150 San Diego, CA 92121
Farideh Z. Bischoff	Vice President	5810 Nancy Ridge Dr., Suite 150 San Diego, CA 92121
Philip D. Cotter	Vice President	5810 Nancy Ridge Dr., Suite 150 San Diego, CA 92121

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIOCEPT, 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 TENTH DAY OF FEBRUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

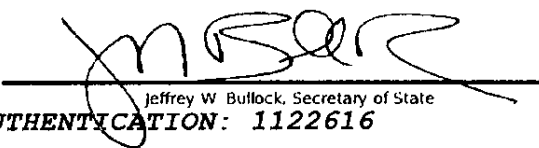
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIOCEPT, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2013.

5341631 8300

140154213

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



  
jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1122616

DATE: 02-10-14