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TALLAHASSEE, FLORIDA

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2007 SEP 25 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 26 2007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 241595 4727156

AUTHORIZATION :

COST LIMIT : \$ 70

[Handwritten signature]

ORDER DATE : September 24, 2007

ORDER TIME : 9:37 AM

ORDER NO. : 241595-020

CUSTOMER NO: 4727156

FOREIGN FILINGS

NAME: GENENTECH USA, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

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. Genentech USA, 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 3. 20-5958096
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 4, 2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

Upon filing

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

7. Building 25, 1 DNA Way, South San Francisco, CA 94080
(Principal office address)

Building 25, 1 DNA Way, South San Francisco, CA 94080
(Current mailing address)

8. Commercialization and sale of biotherapeutics
(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: Marie J Buckley
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Ian Clark

Address: 1 DNA Way

South San Francisco, CA 94080

Director: Stephen G. Juelsgaard, D.V.M., J.D.

Address: 1 DNA Way

South San Francisco, CA 94080

B. OFFICERS

President: _____

Address: _____

Vice President: Len Kanavy

Address: 1 DNA Way

South San Francisco, CA 94080

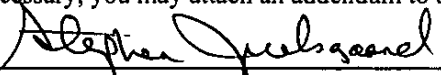
Secretary: Stephen G. Juelsgaard, D.V.M., J.D.

Address: 1 DNA Way, South San Francisco, CA 94080

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 listed in number 12 of the application)

14. Stephen G. Juelsgaard, D.V.M., J.D., Secretary

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

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**ADDITIONAL GENENTECH USA, INC.
OFFICERS & DIRECTORS**

**Additional Genentech, USA, Inc.
Officers**

John Orwin, Senior Vice President
1 DNA Way
South San Francisco, CA 94080

William Anderson, Vice President
1 DNA Way
South San Francisco, CA 94080

Scott Carner, Vice President
1 DNA Way
South San Francisco, CA 94080

Kent Lieginger, Vice President
1 DNA Way
South San Francisco, CA 94080

Michael Miller, Vice President
1 DNA Way
South San Francisco, CA 94080

Varun Nanda, Vice President
1 DNA Way
South San Francisco, CA 94080

Quinton Oswald, Vice President
1 DNA Way
South San Francisco, CA 94080

**Additional Genentech USA, Inc.
Directors**

David A. Ebersman
1 DNA Way
South San Francisco, CA 94080

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SECTION OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENENTECH USA, 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 TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENENTECH USA, INC." WAS INCORPORATED ON THE FOURTH DAY OF OCTOBER, A.D. 2006.

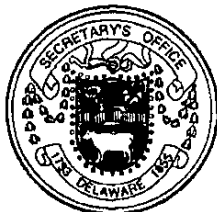
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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SECRETARY OF STATE
DELAWARE

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6022498

DATE: 09-24-07