



THE UNITED STATES
CORPORATION
COMPANY

F01000001112

ACCOUNT NO. : 072100000032

REFERENCE : 053853 7150717

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
01 FEB 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 26, 2001

ORDER TIME : 9:54 AM

ORDER NO. : 053853-005

500003783185--1

CUSTOMER NO: 7150717

CUSTOMER: Richard Friedman, Esq
Sichenzia Ross & Friedman Llp
135 West 50th Street, 20th Fl.

New York, NY 10020

FOREIGN FILINGS

NAME: HELVETIA PHARMACEUTICALS, 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# 1156

EXAMINER:

M/K 2/22

RECEIVED
01 FEB 27 PM 12:16
DIVISION OF CORPORATION

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.

01 FEB 27 PM 11:17
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1. Helvena Pharmaceuticals, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. February 14, 2001
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3200 University Drive, Suite 210
(Principal office address)
Coral Springs, FL 33065
(Current mailing address)
8. Any or all lawful activities or business permitted.
(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 or Mail Drop 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.

Corporation Service Company

BRIAN COURTNEY, ASST. VP.

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Laurence M. Dean

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LAURENCE M. DEAN, CHIEF FINANCIAL OFFICER

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

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TALLAHASSEE, FLORIDA

DIRECTORS:

1. Gerald Shoemaker
3200 University Drive, Suite 210
Coral Springs, FL 33065
2. Laurence Dean
3200 University Drive, Suite 210
Coral Springs, FL 33065
3. Ashton Bachynsky
3200 University Drive, Suite 210
Coral Springs, FL 33065

OFFICERS:

1. President:
Ashton Bachynsky
3200 University Drive, Suite 210
Coral Springs, FL 33065
2. Chief Financial Officer/ Secretary
Laurence Dean
3200 University Drive, Suite 210
Coral Springs, FL 33065

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HELVETIA PHARMACEUTICALS, 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-SIXTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HELVETIA PHARMACEUTICALS, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3356993 8300

AUTHENTICATION: 0991230

010094748

DATE: 02-26-01