

CT CORPORATION

# F02 000000 985

CORPORATION(S) NAME

Proxima Therapeutics, Inc.

FILED  
02 FEB 22 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Photocopies            |   |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Mail Out            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |

RECEIVED  
02 FEB 22 PM 12:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

2/22/02

**FILE SECOND**

Order#: 5075796

300004991583--5

-02/22/02--01053--017

Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**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.

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1. Proxima Therapeutics, 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 3. 41-1816094  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 5, 2001 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2002  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2555 Marconi Drive, Suite 220  
Alpharetta, GA 30005  
(Current mailing address)

8. Manufacture and Sale of Medical Equipment  
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(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 design ated 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.*

C T Corporation System  
Connie Byars  
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See addendum

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

Vice Chairman: See addendum

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

Director: See addendum

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

Director: See addendum

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

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See addendum

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

Vice President: See addendum

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

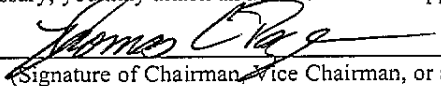
Secretary: See addendum

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

Treasurer: See addendum

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

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas C. Page, Secretary  
(Typed or printed name and capacity of person signing application)

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Addendum

**Name of Directors**

**Business Address**

Timothy J. Patrick  
John Nehra  
Charles Hadley  
Ryan Drant  
Cloy Blebins  
Gene McGrevin  
Bob More  
Hamilton Jordan

All Directors located at:  
2555 Marconi Drive, Suite 220  
Alpharetta, GA 30005

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**Name and Office of Principle Officers**

**Business Address**

Timothy J. Patrick, President & CEO  
Reggie Blackburn, Vice President  
Thomas C. Page, Secretary

All Principal Officers located at:  
2555 Marconi Drive, Suite 220  
Alpharetta, GA 30005

The aggregate number of shares of stock which the corporation has authority to issue is 35,000,000 at \$.01 par value per share, itemized by classes and series, if any, within a class as follows:

Class of Shares (and Series, if any)	Authorized Number of Each Class (and Series)
Common Stock.....	25,000,000
Series A Convertible Preferred Stock.....	800,000
Series B Convertible Preferred Stock.....	1,668,746
Series C Convertible Preferred Stock.....	2,468,321
Series D Convertible Preferred Stock.....	3,750,000
Undesignated Preferred Stock.....	1,312,933

# Delaware

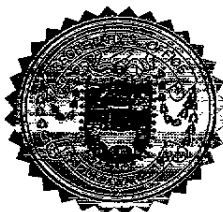
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROXIMA THERAPEUTICS, 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 THIRTY-FIRST DAY OF JANUARY, A.D. 2002.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1589485

DATE: 01-31-02