

FO 200 000 5513

SPHERA CORPORATION

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SPHERA CORPORATION

(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", 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:

TERRI DELANEY

(Name of Person)

SCOTT A. GOFFSTEIN AND ASSOCIATES, LLP

(Firm/Company)

200 RESERVOIR STREET, SUITE 309B

(Address)

NEEDHAM, MA 02494

(City/State and Zip code)

W02-28998

800008231308--3

-10/07/02--01036--011

*****70.00 *****70.00

For further information concerning this matter, please call:

TERRI DELANEY

(Name of Person)

at

(781) 444-1770

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

02 NOV - 1 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

11-04-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 8, 2002

TERRI DELANEY
SCOTT A. GOFFSTEIN AND ASSOCIATES, LLP
200 RESERVOIR ST., STE. 309B
NEEDHAM, MA 02494

SUBJECT: SPHERA CORPORATION
Ref. Number: W02000028998

We have received your document for SPHERA CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 102A00056261

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV - 1 AM 11:34

AND
FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

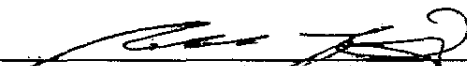
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SPHERA CORPORATION
(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. 98-0208963
(FEI number, if applicable)
4. 06/08/99
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 7/1/02
(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. 29 CRAFTS STREET, SUITE 360, NEWTON, MA 02458
(Principal office address)
- 29 CRAFTS STREET, SUITE 360, NEWTON, MA 02458
(Current mailing address)
8. SOFTWARE SALES
(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, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: LAUREL BOWDEN

Address: 11-12 DOVER STREET, LONDON, W1S, 4L3, UNITED KINGDOM

Director: SVEN C. VANGJAERDE

Address: GRUE DE LA CROIX-D'OR, 1204 GENEVA, SWITZERLAND

B. OFFICERS

President: AVISHAI ABRAHAMI

Address: 10 JONES STREET, #3J, NEW YORK, NY 10014

Vice President: _____

Address: _____

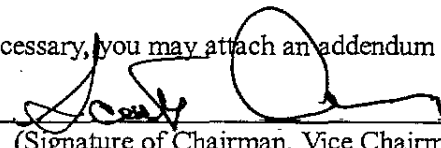
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. SCOTT ARMOUR - SENIOR VP, AMERICAS
(Typed or printed name and capacity of person signing application)

AND
FILED
02 NOV - 1 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPHERA CORPORATION
EIN: 98-0208963

LISTING OF DIRECTORS

ROY SAAR, 23 HAMELACHA STREET, ROSH-AGAIN, ISRAEL, 48091

MAYRO PRETOLAN, 1 VIALE LIEGL, 42, ROME 00198, ITALY

TAMAR NOAR, 23 HAMELACHA STREET, ROSH-AGAIN, ISRAEL, 48091

ADI PUNDAK-MINTZ, 23 HAMELACHA STREET, ROSH-AGAIN, ISRAEL, 48091

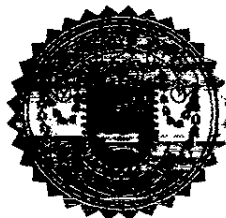
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPHERA CORPORATION" 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-SEVENTH DAY OF SEPTEMBER, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3053381 8300

AUTHENTICATION: 2007778

020598459

DATE: 09-27-02