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FOREIGN PROFIT QUALIFICATION

Advanced Viral Research Corp.

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 17, 2002

BERMAN WOLFE

SUBJECT: ADVANCED VIRAL RESEARCH CORP.
REF: W02000035295

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Your listing of officers does not include their titles.

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**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO
TRANSACTION 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. The name of the corporation is: **Advanced Viral Research Corp.**
2. The corporation was incorporated under the laws of the State of Delaware on **July 31, 1985.**
3. The date the corporation first transacted business in Florida was on **April 23, 1986,**
Document #P09899.
4. The duration of the corporation is **perpetual.**
5. The mailing address of the corporation is:

200 Corporate Boulevard South
Yonkers, NY 10701

6. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the State of Delaware and as permitted in the State of Florida.
7. The name and address of the registered agent and registered office of the corporation in the State of Florida is:

Registered Agents of Florida, LLC
29th Floor, Bank of America Tower
100 Southeast Second Street
Miami, Florida 33131-2130

8. Having been named as registered agent 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 relating 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 AGENTS OF FLORIDA, P.A.

By: 
Howard J. Vogel, Vice President

9. Attached is a certificate of good standing duly authenticated not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State of Delaware.

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10. Names and Addresses of officers and directors of the corporation:

A. Directors

Name	Address
Shalom Z. Hirschman, M.D.	200 Corporate Boulevard South Yonkers, NY 10701
Eli Wilner	1525 York Avenue New York, NY 10028
Richard S. Kern, M.D.	8323 Burns Place Chapel Hill, North Carolina 27516
David Seligman	4 Oxford Road North Caldwell, NJ 07006-4216
Nancy Van Sant	1401 Brickell Avenue, Suite 700 Miami, Florida 33131
Roy Walzer	10 South Street Litchfield, CN 06759

B. Officers

Name	Address
Shalom Z. Hirschman, M.D. President	200 Corporate Boulevard South Yonkers, NY 10701
Alan V. Gallantar CFO	200 Corporate Boulevard South Yonkers, NY 10701
Eli Wilner Secretary	1525 York Avenue New York, NY 10028

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IN WITNESS WHEREOF, the undersigned has duly executed this Application this 17th day of December 2002.

ADVANCED VIRAL RESEARCH CORP.

By: Shalom Z. Hirschman
Name: Shalom Z. Hirschman
Title: President

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Delaware

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The First State

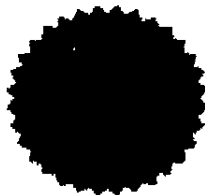
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADVANCED VIRAL RESEARCH CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADVANCED VIRAL RESEARCH CORP." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF JULY, A.D. 1985.

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

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

FILED STATE
SECRETARY OF CORPORATIONS
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2151378

DATE: 12-17-02