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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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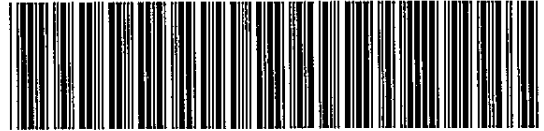
(Business Entity Name)

(Document Number)

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F03-2183
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FILED
03 MAY -1 PM 12:54
TALLAHASSEE, FLORIDA

RECEIVED
03 MAY -1 PM 11:37
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

May 1, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5840752 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Nephros Therapeutics, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

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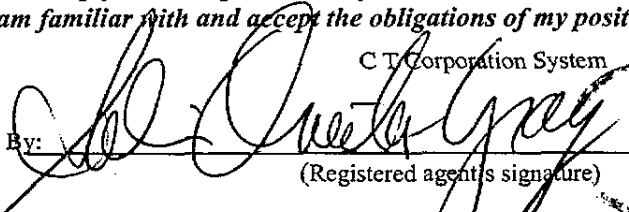
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Nephros 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. The State of Delaware 3. 38-3172746
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 13, 2000 5. Perpetual
(Date of incorporation) (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. 6 Court Drive, Lincoln, RI 02865
(Principal office address)
6 Court Drive, Lincoln, RI 02865
(Current mailing address)
8. Design, develop, and commercialize human cell systems.
(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
(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.

By:  C T Corporation System
(Registered agent's signature) **SALVINA AMENTA-GRAY
SPECIAL ASSISTANT SECRETARY**

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: See Addendum I

Address: _____

Vice Chairman: See Addendum I

Address: _____

Director: See Addendum I

Address: _____

Director: See Addendum I

Address: _____

B. OFFICERS

President: See Addendum I

Address: _____

Vice President: See Addendum I

Address: _____

Secretary: See Addendum I

Address: _____

Treasurer: See Addendum I

Address: _____

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

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

14. Teresa Y. Ou, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Addendum I

Directors:

<u>Name:</u>	<u>Business Address:</u>
James P. Sherblom	6 Court Drive Lincoln, RI 02865
Dr. H. David Humes	6 Court Drive Lincoln, RI 02865
Richard Epstein	6 Court Drive Lincoln, RI 02865
Richard Andrews	6 Court Drive Lincoln, RI 02865
Richard Minicus	6 Court Drive Lincoln, RI 02865
Norman Jacobs	6 Court Drive Lincoln, RI 02865
Marc Beer	6 Court Drive Lincoln, RI 02865
William White III	6 Court Drive Lincoln, RI 02865
Monique Laliberté	6 Court Drive Lincoln, RI 02865

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Officers:

<u>Name:</u>	<u>Title:</u>	<u>Business Address:</u>
Richard Andrews	President and Chief Executive Officer	6 Court Drive Lincoln, RI 02865
Jim Fitzgerald	Senior Vice President and Chief Financial Officer	6 Court Drive Lincoln, RI 02865
Jackie Kurtz	Vice President of Business Operations & Finance	6 Court Drive Lincoln, RI 02865
Teresa Y. Ou	Secretary	c/o Gunderson Dettmer et. al. LLP 610 Lincoln Street Waltham, MA 02451

Delaware

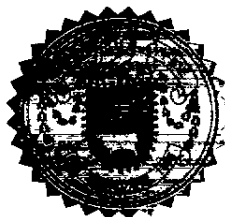
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEPHROS 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 TWENTY-NINTH DAY OF APRIL, A.D. 2003.

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.



3287294 8300

030276045

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2388947

DATE: 04-29-03