

F03000002985

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

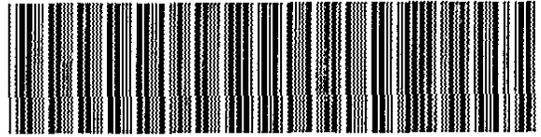
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000020785250

06/17/03--01033--013 **87.50

BM

FILED
03 JUN 17 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
VISITOR REGISTRATION
TALLAHASSEE, FLORIDA

03 JUN 17 AM 10:15

RECEIVED

CT CORPORATION

June 17, 2003

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

03 JUN 17 AM 10:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5872478 SO
Customer Reference 1: 215064-i
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Dor Biopharma Inc. (DE)
Qualification
Florida

Please return a good standing certificate and a certified copy along with regular evidence.

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

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.

FILED
JUN 17 AM 10:47
TALLAHASSEE, FLORIDA

1. DOR BioPharma, 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. 41-1505029
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 16, 1987 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. 28101 N. Ballard Drive, Unit F, Lake Forest, IL 60045
(Principal office address)
28101 N. Ballard Drive, Unit F, Lake Forest, IL 60045
(Current mailing address)
8. any and all lawful purposes for which corporations may be incorporated in Delaware which are lawful in Florida.
(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.

C T Corporation System

By  Christine M. Eastwine
(Registered agent's signature) 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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: General Alexander M. Haig, Jr.

Address: 4301 N. Fairfax Drive, Suite 300, Arlington, VA 22203

Vice Chairman: Steve H. Kanzer, JD, CPA

Address: Accredited Ventures, Inc., 801 Brickell Avenue, Suite 900, Miami, FL 33131

Director: Arthur Asher Kornbluth, MD

Address: 1751 York Avenue, New York, NY 10128

Director: Larry J. Kessel, MD

Address: Lawrence J. Kessel, M. C. and Assoc., P. C., 8200 Henry Avenue, Suite G-1, Philadelphia, PA 19128

see Attachment for additional Directors

B. OFFICERS

President: and CEO Ralph M. Ellison

Address: 28101 N. Ballard Drive, Unit F, Lake Forest, IL 60045

Vice President: Richard Brey

Address: 28101 N. Ballard Drive, Unit F, Lake Forest, IL 60045

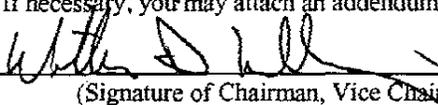
Secretary: William Milling

Address: 28101 N. Ballard Drive, Unit F, Lake Forest, IL 60045

Treasurer: William Milling

Address: 28101 N. Ballard Drive, Unit F, Lake Forest, IL 60045

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. William Milling, Secretary-Treasurer
(Typed or printed name and capacity of person signing application)

03 JUN 17 AM 10:47
FILED
SERIES 15
TALLAHASSEE, FLORIDA

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION
DOR BIOPHARMA, INC.

FILED
JUN 17 AM 10:47
STATE
TALLAHASSEE, FLORIDA

Additional Members of the Board of Directors:

Evan Myriantopoulos

CVL Advisors
350 Fifth Avenue
Suite 4511
New York, NY 10118

Paul Rubin, MD

Critical Therapeutics
675 Massachusetts Avenue
14th Floor
Cambridge, MA 02139

Peter Salomon, MD, FACC

Gastroenterology Consultants
951 N. W. 13th Street
Boca Raton, FL 33486

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOR BIOPHARMA, 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 THIRTEENTH DAY OF JUNE, 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.

FILED
03 JUN 17 AM 10:47
STATE
TALLahassee FLORIDA



2115033 8300

030392155

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2471902

DATE: 06-13-03