

F04000005100

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

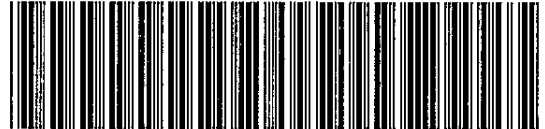
(Business Entity Name)

(Document Number)

Certified Copies: _____ Certificates of Status: _____

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Office Use Only



000040132720

03/03/04 -01015--010 **8.75

03/03/04 -01015--017 **70.00

BK

FILED
04 SEP -3 PM 2:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 SEP -3 AM 11:52

RECEIVED

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 09-03-04

REF. #: 0631.29658

CORP. NAME: ARIUS PHARMACEUTICALS, INC.

FILED
04 SEP - 3 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

check # 509343 for \$8.75

STATE FEES PREPAID WITH CHECK# 6587 FOR \$ 70.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**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. Arius Pharmaceuticals, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/04/04 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. c/o University of Medicine & Dentistry, 185 South orange Ave, Newark, NJ, 07103
(Principal office address)

c/o BioDelivery Sciences International, Inc., 5310 Cypress Center Dr., Ste 101, Tampa, FL,
(Current mailing address) 33609

8. Pharmaceutical research & development
(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: James A. McNulty

Office Address: BioDelivery Sciences International Inc. 5310 Cypress Center Dr., Ste 101,
Tampa, Florida 33609
(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: _____

(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: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

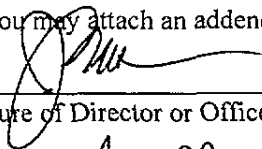
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. James A. McWhorter, CFO
(Typed or printed name and capacity of person signing application)

Arius Pharmaceuticals, Inc. Officers & Directors

Francis E. O'Donnell, Jr., M.D., Chairman & Chief Executive Officer
709 The Hampton Lane, Town & Country, MO, 63017

Mark A. Sirgo, Director & President
Arius Pharmaceuticals, Inc.
P.O. Box 14601
Research Triangle Park, NC 27709

Andrew L. Finn, Executive Vice President
Arius Pharmaceuticals, Inc.
P.O. Box 14601
Research Triangle Park, NC 27709

James A. McNulty, Vice President, Treasurer & Secretary
Arius Pharmaceuticals, Inc.
c/o BioDelivery Sciences International Inc.
5310 Cypress Center Drive, Ste 101
Tampa, FL 33609

Delaware

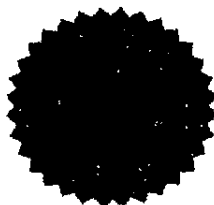
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARIUS PHARMACEUTICALS, 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 FIRST DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ARIUS PHARMACEUTICALS, INC." WAS INCORPORATED ON THE FOURTH DAY OF AUGUST, A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3838144 8300

AUTHENTICATION: 3328778

040638478

DATE: 09-01-04