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From: Account Name : CORPORATION SERVICE COMPANY / *Dew*
Account Number : I20000000195
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FOREIGN PROFIT QUALIFICATION

DYADIC INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	056
Estimated Charge	\$70.00

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CORPORATION

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DEPT. OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 12, 2004

CORPORATION SERVICE COMPANY

SUBJECT: DYADIC INTERNATIONAL, INC.
REF: WD4000041389

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Dyadic International, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Delaware 3. 45-0486747
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 9-23-02 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 140 Intercoastal Points Drive, Suite 404, Jupiter, FL 33477
(Principal office address)

Same as above
(Current mailing address)

8. Any lawful act, activity or business for which corporations may be formed.
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Nays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

By: Vera Norris

(Registered agent's signature)

Vera Norris, Authorized Representative

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:

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STATE OF FLORIDA
TALLAHASSEE

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark A. Smalfarb

Address: 140 Intracoastal Points Drive, Suite 404

Jupiter, FL 33477

Director: Stephen J. Warner

Address: 400 N. Flagler Drive, Suite 1601

West Palm Beach, FL 33401

B. OFFICERS

President: Mark A. Smalfarb

Address: 140 Intracoastal Points Drive, Suite 404

Jupiter, FL 33477

Vice President: - Marketing - Enzymes - Thomas Bailey

Address: 140 Intracoastal Points Drive, Suite 404

Jupiter, FL 33477

Secretary: Mark A. Smalfarb

Address: 140 Intracoastal Points Drive, Suite 404, Jupiter, FL 33477

Treasurer: Mark A. Smalfarb

Address: 140 Intracoastal Points Drive, Suite 404, Jupiter, FL 33477

NOTE: If necessary, applicant attaches additional to the application listing additional officers and/or directors.

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

14. Mark A. Smalfarb, President

(Type or printed name and capacity of person signing application)

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CORPORATION SVC CO

NO. 358 P. 5

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DYADIC

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AFFIDAVIT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

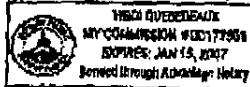
I, Mark A. Emalfarb, as President of Dyadic International (USA), Inc. D/Ia Dyadic International, Inc., a Florida corporation, being duly sworn, upon oath, depose and state that Dyadic International (USA), Inc. will not use the name "Dyadic International, Inc." in the next twelve month period.

FURTHER AFFLIANT SAYETH NOT.

DYADIC INTERNATIONAL (USA), INC.

By: [Signature]
Mark A. Emalfarb, President 11.9.04

SUBSCRIBED AND SWORN TO before me this 9th day of November, 2004



My Commission Expires: 1-15-2007

[Signature]
Notary Public
Heidi Quebedeaux
Print Name

DALLAS 1-800-991-6633-0003

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CORPORATION SVC CO

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Delaware

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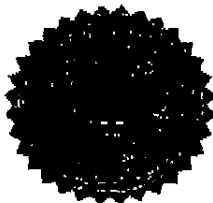
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DYADIC INTERNATIONAL, 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 NINTH DAY OF NOVEMBER, A.D. 2004.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DYADIC INTERNATIONAL, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3466648

040808920

DATE: 11-09-04

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