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Florida Department of State
Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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DIVISION OF CORPORATIONS

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FOREIGN PROFIT QUALIFICATION

NEWBIO E SYSTEMS INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$70.00 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/03/07/05

Electronic Filing Menu

Corporate Filing

Public Access Help

Up

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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. NewBio E Systems 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. 20-2090984
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 3, 2005 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 10305 W. 70th Street, Eden Prairie, Minnesota 55344
(Principal office address)

P. O. Box 771, Hopkins, Minnesota 55343
(Current mailing address)

8. general purpose
(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: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian 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.

National Corporate Research, Ltd., Inc.

By: Rose Marie Cole
(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:

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A. DIRECTORS

Chairman: Kirk A. MacKenzie

Address: 10305 W. 70th Street

Eden Prairie, MN 55344

Vice Chairman: _____

Address: _____

Director: Michael S. Gratz

Address: 10305 W. 70th Street

Eden Prairie, MN 55344

Director: Robert E. Clifford

Address: 10305 W. 70th Street

Eden Prairie, MN 55344

B. OFFICERS

President: /Treasurer/Secretary - Michael S. Gratz

Address: 10305 W. 70th Street

Eden Prairie, MN 55344

Vice President: Robert E. Clifford

Address: 10305 W. 70th Street

Eden Prairie, MN 55344

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. Michael Gratz, President

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

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWBIO E SYSTEMS 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 TWELFTH DAY OF JANUARY, A.D. 2005.

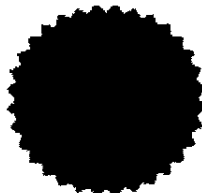
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEWBIO E SYSTEMS INC." WAS INCORPORATED ON THE THIRD DAY OF JANUARY, A.D. 2005.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3612272

DATE: 01-12-05
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